

EXHIBIT 5

KEIP Time Detail

Key:

[] = KEIP Only

[] = KEIP + Other

May 2012

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CHAPTER 11

Invoice Number: 5163898
Invoice Date: August 22, 2012

29-May-2012	Meeting with G. Lee regarding revisions to presentation to Committee regarding Ally claims analysis and presentation (.5); meeting with C. Whitney regarding revisions to presentation to Committee regarding Ally claims analysis and presentation (.6); work on presentation to UCC regarding Ally claims analysis and presentation (1.0).	Levitt, Jamie A.	2.10	1,837.50
29-May-2012	Review HELOC materials prepared by Centerview (.4); correspondence to/from Kramer Levin and K. Chopra regarding HELOC materials for Committee (.2).	Marinuzzi, Lorenzo	0.60	519.00
29-May-2012	Meet with J. Levitt regarding Ally settlement presentation for Committee.	Whitney, Craig B.	0.50	342.50
30-May-2012	Email to counsel for Committee regarding employee matters (.1); call with for Committee counsel regarding employee wages motion and KEIP-KERP (.8).	Lee, Gary S.	0.90	877.50
30-May-2012	Correspondence with counsel to AMBAC regarding meeting on claims.	Nashelsky, Larren M.	0.30	292.50
30-May-2012	Call with Committee counsel to discuss issues with Employee motion.	Pintarelli, John A.	0.90	589.50
30-May-2012	Call with T. Goren, N. Moss and D. Mannal regarding servicing issues, reporting requests (.1); follow up call with E. Daniels regarding same (.6).	Richards, Erica J.	0.70	416.50
31-May-2012	Call with Committee counsel regarding Confidentiality Agreement and Ally Settlement (.2); call with MBIA counsel (.1).	Lee, Gary S.	0.30	292.50
31-May-2012	Work on powerpoint presentation to Committee regarding Ally claims investigation (2.0); internal meetings with team regarding revisions to Committee presentation regarding same (1.0).	Levitt, Jamie A.	3.00	2,625.00
31-May-2012	Revise presentation of Ally Settlement to unsecured creditors' committee (3.5); meeting with J. Levitt regarding same (1.0).	Whitney, Craig B.	4.50	3,082.50
Total: 022	Communication with Creditors		82.50	68,440.50

Meetings of Creditors

14-May-2012	Call with B. Masumoto regarding unsecured creditor committee and information requested regarding same (.5); prepare creditor claim breakdown and materials per UST office request (2.9).	Lee, Gary S.	3.40	3,315.00
14-May-2012	Coordinate with US Trustee on scheduling of Committee Formation meeting and obtaining updated company information for service of notice.	Marinuzzi, Lorenzo	0.80	692.00
15-May-2012	Meet with B. Masumoto regarding committee formation (.5); prepare materials for UST in connection with UCC formation (1.7).	Lee, Gary S.	2.20	2,145.00

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29-May-2012	Attend follow up with L. Nashelsky, T. Goren, L. Marinuzzi, S. Martin, K. Chopra following meeting with the Committee (.5); attend meeting with Creditors' Committee professionals (4.5); prepare for meeting with the Committee (review entered orders, emails with R. Ringer from Kramer Levin) (2.5).	Moss, Naomi	7.50	3,787.50
29-May-2012	Prepare for (.5) and attend meeting with Committee advisors regarding overview of case, first day motions, etc. (4.8); follow up meeting and discussions with Debtors advisors regarding same (.9).	Nashelsky, Larren M.	6.20	6,045.00
29-May-2012	Partial attendance of initial creditors' committee meeting.	Tanenbaum, James R.	2.90	2,885.50
31-May-2012	Meet with Committee counsel regarding 2004 request regarding Ally Settlement.	Lee, Gary S.	0.20	195.00
Total: 023	Meetings of Creditors		107.40	84,718.00

Employee Matters

14-May-2012	Address issue concerning retention arrangements relating to executives.	Tanenbaum, James R.	1.30	1,293.50
15-May-2012	Respond to question from management concerning directors and officers liability insurance coverage.	Tanenbaum, James R.	0.40	398.00
16-May-2012	Update KEIP/KERP motion to include revised employee data.	Pintarelli, John A.	0.90	589.50
17-May-2012	Review FTI revisions to declaration for KEIP/KERP motion (1.3); discussion with J. Wishnew regarding same (.8); call with FTI regarding same (.2).	Levitt, Jamie A.	2.30	2,012.50
17-May-2012	Correspond with FTI on draft supporting declaration including meeting with J. Levitt regarding FTI revisions to declaration for KEIP/KERP motion.	Wishnew, Jordan A.	1.20	816.00
18-May-2012	Correspond with A. Janiczek on key employee timeline.	Wishnew, Jordan A.	0.20	136.00
20-May-2012	Address key employee issues with FTI & Mercer.	Wishnew, Jordan A.	0.30	204.00
21-May-2012	Review emails (.2) and materials (.7) from J. Wishnew and FTI regarding employee incentive plans and motion regarding same.	Freimuth, Renee L.	0.90	598.50
21-May-2012	Advice concerning retention of senior officers.	Tanenbaum, James R.	0.70	696.50
21-May-2012	Analysis of key employee questions with A. Janiczek and review and revise draft motion and supporting declarations.	Wishnew, Jordan A.	2.60	1,768.00
22-May-2012	Coordinate preparation of chart of D&O titles (.8); research related to 503(c) and severance plans (2.2). Meet with R. Freimuth to review analysis needed in connection with employee incentive plans (.2).	Crespo, Melissa M.	3.20	1,216.00

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22-May-2012	Meet with J. Wishnew regarding insider analysis and employee incentive plans (.4); meet with M. Crespo to review analysis needed in connection with same (.2); review research relating to key employment incentive plans in connection with formulation of plans (1.2); emails with N. Moss and J. Wishnew regarding new dates motion for key employee incentive plan motion (1).	Freimuth, Renee L.	1.90	1,263.50
22-May-2012	Retrieval and distribution of key employee incentive and retention programs from SDNY case.	Guido, Laura	0.30	84.00
22-May-2012	Prepare employee retention chart for M. Crespo (3.0); compare and contrast to D&O Chart (.7).	Kline, John T.	3.70	1,091.50
22-May-2012	Call with Mercer and J. Wishnew regarding Mercer declaration (.3); revise and update draft Mercer declaration in support of the Debtors' KEIP and KERP motions (1.2); draft email to FTI regarding KEIP and KERP issues related to the draft Dempsey declaration (.3); call with M. Laber of FTI regarding same (.2); review prior KEIP motion, transcript and opinion (.6).	Newton, James A.	2.60	1,157.00
22-May-2012	Discuss open issues related to KEIP/KERP with J. Wishnew.	Pintarelli, John A.	0.20	131.00
22-May-2012	Address key employee issues with outside advisors. Meet with R. Freimuth regarding insider analysis and employee incentive plans. Discuss open issues related to KEIP/KERP with J. Pintarelli.	Wishnew, Jordan A.	1.90	1,292.00
23-May-2012	Update employee chart to reflect recent board changes.	Crespo, Melissa M.	0.90	342.00
23-May-2012	Initial review of insider analysis from M. Crespo in connection with employee incentive plan (.3); emails with M. Crespo and J. Wishnew regarding same (.1).	Freimuth, Renee L.	0.40	266.00
23-May-2012	Finalize spreadsheet of D&O parties for M. Crespo.	Kline, John T.	4.20	1,239.00
23-May-2012	Assign projects regarding keip-kerp program and motion to approve same.	Lee, Gary S.	0.60	585.00
23-May-2012	Call with A. Janiczek on compensation and severance and follow-up with J. Pintarelli (.7); review APA and consult provision related to employee plans (.3); review edits to FTI supporting declaration (.3); review corporate structure chart for exhibit to KEIP/KERP motion (.2).	Wishnew, Jordan A.	1.50	1,020.00
24-May-2012	Research related to 503(c) and retention plans (5.9); coordinate update to employee spreadsheet with J. Kline (.6); review and analysis of same (1.0) and revise to reflect additional director appointments (.9).	Crespo, Melissa M.	8.40	3,192.00

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24-May-2012	Analysis of population relating to employee incentive plan (3.3); meeting with J. Wishnew to review open issues with same (.6); additional review of memos and case law on employee incentive plans (2.3); emails and calls with M. Crespo regarding employee analysis (.2); call with J. Newton regarding insider standards for KEIP and KERP analysis (.1).	Freimuth, Renee L.	6.50	4,322.50
24-May-2012	Prepare spreadsheet of officers for R. Freimuth.	Kline, John T.	1.70	501.50
24-May-2012	Review FTI declaration regarding KEIP/KERP motion (1.0); correspondence with J. Wisnew regarding KEIP/KERP motion (.4).	Levitt, Jamie A.	1.40	1,225.00
24-May-2012	Call with R. Freimuth regarding insider standards for KEIP and KERP analyses (.1); follow-up email regarding the same (.1).	Newton, James A.	0.20	89.00
24-May-2012	Call with company and FTI regarding KEIP/KERP motion and affidavits and declarations in support.	Pintarelli, John A.	1.00	655.00
24-May-2012	Call with M. Hager and K. Chopra on support for employee plans (1.1); work with R. Freimuth on plan populations (.7); correspond with client on ERSP issue (.2); respond to client on sales-related issue (.2); review exemplars from other cases (.5).	Wishnew, Jordan A.	2.70	1,836.00
25-May-2012	Additional research regarding 503(c) and severance payments (2.6) and prepare summary of same (1.7).	Crespo, Melissa M.	4.30	1,634.00
25-May-2012	Continued analysis of issues relating to retention plan population (.9); review charts regarding same (.2); emails with J. Wishnew regarding same (.2).	Freimuth, Renee L.	1.30	864.50
25-May-2012	Call with Company to discuss issues related to spot bonus program.	Pintarelli, John A.	0.50	327.50
25-May-2012	Respond to client on ERSP and separation questions (.4); calls with HR on consumer lending issue and review APA for operational restrictions (1.1); discussion with M. Laber on NewCo plan details and arguments (.7); review 503c2 analysis (.4); review and provide client with comments on former employee communication (.4); review insider issues (.2).	Wishnew, Jordan A.	3.20	2,176.00
29-May-2012	Emails with J. Wishnew regarding open issues with KERP analysis.	Freimuth, Renee L.	0.20	133.00
29-May-2012	Call with HR on APA compliance issue and follow up with M. Laber (.6); review Kodak KERP transcript (.4); call with A. Janiczek and A. Steinman on numerous employee matters (1.0); review updated plan slides and circulate to professionals (.5); address termination and reimbursement issues (.2); address benefit transition issues with N. Evans (.2).	Wishnew, Jordan A.	2.90	1,972.00

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30-May-2012	Emails with J. Wishnew regarding open issues with retention plan analysis (.1); review additional research in connection with finalizing population for employee incentive plan (1.3).	Freimuth, Renee L.	1.40	931.00
30-May-2012	Meeting with J. Wishnew regarding design of KEIP-KERP program (.4); work on projects regarding costs of employee programs (.3);.	Lee, Gary S.	0.40	390.00
30-May-2012	Call with J. Dempsey (Mercer) and J. Wishnew regarding KEIP/KERP (.5).	Newton, James A.	0.50	222.50
30-May-2012	Call with FTI and Company to discuss revisions to KEIP/KERP plan.	Pintarelli, John A.	1.40	917.00
30-May-2012	Advice on employee matter relating to S. Abreu, T. Marano and J. Whitlinger.	Tanenbaum, James R.	0.80	796.00
30-May-2012	Call with A. Steinman regarding benefit transition issues (.1); calls with Mercer regarding supporting declaration (.7); call with client on structure of employee plans (.9); call with UCC regarding details of employee first day motion and follow-up discussions (1.2); prepare document list for FTI related to UCC request (.4); review employee job descriptions (.5); address reimbursement issues (.9).	Wishnew, Jordan A.	4.70	3,196.00
31-May-2012	Call with J. Wishnew, A. Janiczek, G. Crowley and A. Stein regarding analysis of employee incentive plan population (1.0); review population and related employee information in connection with same (.7); emails with J. Wishnew regarding open issues with employee population (.2).	Freimuth, Renee L.	1.90	1,263.50
31-May-2012	Review-respond to client requests regarding employee benefit matters (.7); review materials for Committee counsel regarding employee wages, salaries, benefits and costs (1.1); assign tasks regarding KEIP-KERP and regarding materials for OCC regarding employee benefits (.5).	Lee, Gary S.	2.30	2,242.50
31-May-2012	Correspond with client on identifying insiders (1.4); prepare for final hearing (.3); address ordinary employee benefit and retention issues and employee incentive plan population with R. Freimuth, A. Janiczek, G. Crowley and A. Stein (.8); correspond with Mercer on plan analysis (.2); address compensation payment issues (1.3); correspond with client and consultants on details of KEIP-KERP analysis (1.6).	Wishnew, Jordan A.	5.60	3,808.00
Total: 024	Employee Matters		85.50	50,894.00

Discovery or Rule 2004 Requests

21-May-2012	Revise interview memoranda for production to Creditor's Committee (2.6); collect and analyze ResCap board minutes, with supporting documents, Ally productions, and complaints filed against Ally and debtor entities for production to Creditor's Committee (1.5).	Clark, Daniel E.	4.10	2,439.50
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June 2012

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CHAPTER 11

Invoice Number: 5164049
Invoice Date: August 22, 2012

Date	Services	Timekeeper	Hours	Value
28-Jun-2012	Meet with L. Nashelsky and N. Rosenbaum to discuss upcoming stay extension hearing and need for new omnibus hearing dates.	Marinuzzi, Lorenzo	1.00	865.00
28-Jun-2012	Call with Chambers regarding the July 10 hearing (.2); discuss with J. Newton regarding the Ambac letter and the KEIP/KERP motion (.2).	Moss, Naomi	0.40	202.00
29-Jun-2012	Circulate notice of ECF filings to attorneys (.1); update case calendar (.3); review, organize and distribute incoming correspondence (.4).	Guido, Laura	0.80	224.00
29-Jun-2012	Review and comment on case calendar (.2); prepare email to ResCap management regarding case status, upcoming meetings and hearings (1.4); correspond with L. Nashelsky, J. Tanenbaum, J. Wishnew and outside directors regarding case update (.3).	Martin, Samantha	1.90	1,130.50
29-Jun-2012	Assist with management of case calendar.	Wishnew, Jordan A.	0.30	204.00
30-Jun-2012	Provide independent documents with case update (.3); revise 341 adjournment notice (.1).	Wishnew, Jordan A.	0.40	272.00
Total: 004	Case Administration		77.00	35,458.00
Claims Administration and Objection				
28-Jun-2012	Revise bar date motion.	Crespo, Melissa M.	0.60	228.00
29-Jun-2012	Correspondence with Renzi regarding intercompany claims.	Goren, Todd M.	0.30	217.50
Total: 005	Claims Administration and Objection		0.90	445.50
Executory Contracts				
01-Jun-2012	Survey assignments provision of IP/IT agreements (.6); prepare log of same (2.1).	Abott, Lisa H.	2.70	1,255.50
01-Jun-2012	Review severability research memoranda (.3); discuss severability analysis project with P. Seligson (.3); call with S. Martin regarding severability and cure analysis (.6).	Beck, Melissa D.	1.20	798.00
01-Jun-2012	Survey assignments provision of IP/IT agreements (1.4); prepare log of same (3.5).	Huang, Ying	4.90	2,278.50
01-Jun-2012	Review assignment analysis conducted by MoFo IP group and provide any outstanding documents.	Kumar, Neeraj	1.40	623.00
01-Jun-2012	Discuss assumption and assignment of contracts and cure issues with M. Beck.	Martin, Samantha	0.30	178.50
01-Jun-2012	Review of PSAs regarding severability and cure provisions with M. Beck.	Seligson, Peter	5.90	2,625.50
01-Jun-2012	Survey assignment provisions of IP/IT agreements (2.0); prepare log of same (2.2).	Steiger, Jennifer L.	4.20	1,743.00

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Date	Services	Timekeeper	Hours	Value
08-Jun-2012	Attend parts of creditors' meeting at MoFo.	Tanenbaum, James R.	1.20	1,194.00
08-Jun-2012	Draft notes and outline for meeting with Unsecured Creditors' Committee regarding Ally Settlement (3.9); meet with J. Levitt regarding same (.8).	Whitney, Craig B.	4.70	3,219.50
14-Jun-2012	Correspondence with KCC regarding 341 meeting notice.	Guido, Laura	0.20	56.00
14-Jun-2012	Review amendment and e-mails Levitt, Lee regarding same.	Hoffinger, Adam S.	0.40	358.00
14-Jun-2012	Review section 341 notice (.1); emails with N. Campbell regarding scope of section 341 notice (.2); review email from KCC regarding scope of section 341 notice (.1).	Rosenbaum, Norman S.	0.40	320.00
15-Jun-2012	Meeting with UCC advisors regarding potential resolutions to first day objections.	Goren, Todd M.	0.70	507.50
15-Jun-2012	Meet with OCC advisors and team members regarding stay extension and discovery, sale procedures order and examiner motion.	Lee, Gary S.	1.20	1,170.00
15-Jun-2012	Attend meeting with Committee advisors and NationStar to discuss sale/DIP objections and possible resolutions (3.0); review with FTI and company logistics of 341 meeting and planning (.7).	Marinuzzi, Lorenzo	3.70	3,200.50
15-Jun-2012	Prepare for and attend meeting with Nationstar and UCC regarding resolving objections to Sale Procedures hearing.	Nashelsky, Larren M.	3.80	3,705.00
20-Jun-2012	Coordinate 341 preparation with General Counsel and Chief Financial Officer.	Wishnew, Jordan A.	0.20	136.00
22-Jun-2012	Assist with preparation for meeting of creditors.	Crespo, Melissa M.	1.00	380.00
22-Jun-2012	Review outline for 341 meeting prepared by FTI (.6); review with T. Hamzehpour and J. Whitlinger 341 schedule and preparation (1.1).	Marinuzzi, Lorenzo	1.70	1,470.50
25-Jun-2012	Prepare for (.5) and attend 341 meeting (1.5).	Marinuzzi, Lorenzo	2.00	1,730.00
25-Jun-2012	Prepare for and attend IDI and 341.	Wishnew, Jordan A.	5.10	3,468.00
26-Jun-2012	Prepare notice of adjournment of 341 meeting.	Guido, Laura	0.30	84.00
Total: 023	Meetings of Creditors		100.50	79,509.50
Employee Matters				
01-Jun-2012	Discussion with R. Cocarro and J. Savva (Sullivan Cromwell), J. Eller and L. Hassel (Groom Law Group), P. Borden and J. Wishnew regarding benefit plan issues.	Princi, Anthony	1.00	975.00
01-Jun-2012	Discuss with S. Abreu concerning the mechanic for budgeting employee expenses.	Tanenbaum, James R.	0.30	298.50
01-Jun-2012	Address employee payment issues (.2); work on supporting deals for KEIP-KERP (.6).	Wishnew, Jordan A.	0.80	544.00

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Date	Services	Timekeeper	Hours	Value
02-Jun-2012	Review employee expense reimbursement issue.	Wishnew, Jordan A.	0.20	136.00
03-Jun-2012	Draft declaration in support of Employee wages motion (2.5); review comments related to KEIP/KERP motion (1.4).	Pintarelli, John A.	3.90	2,554.50
03-Jun-2012	Review of files and emails relating to Ally's limitations relating to compensation of top 3, top 25 and top 75 employees (5.4); call with management on likely outcomes for top 3 (.4).	Tanenbaum, James R.	5.80	5,771.00
04-Jun-2012	Review employee wages affidavit (.4); respond to Committee counsel questions regarding wages-benefits (.5).	Lee, Gary S.	0.90	877.50
04-Jun-2012	Call with T. Marano concerning employment issues and possible approaches for addressing them (.4); research on employment questions raised by T. Marano (1.6); call with attorney for top 3 officer of Rescap (.7); call with S. Abreu concerning rebading process and procedures (.3); respond to T. Marano on question concerning his original secondment from Cerberus (.3).	Tanenbaum, James R.	3.30	3,283.50
04-Jun-2012	Review form of separation agreements (.3); work with A. Janiczek on employee transition and separation issues (1.2); address diligence requests with G. Crowley (.6); work on KEIP-KERP motion (.5).	Wishnew, Jordan A.	2.60	1,768.00
05-Jun-2012	Work on employee benefits affidavit.	Lee, Gary S.	1.20	1,170.00
05-Jun-2012	Call with A. Janiczek to discuss declaration (.4); draft revisions to declaration (1.4); call with G. Lee to discuss comments to declaration (.3); incorporate G. Lee comments into declaration (1.0); discuss Committee issues related to Employee motion with J. Wishnew (.5).	Pintarelli, John A.	0.60	393.00
05-Jun-2012	Call with A. Janiczek to discuss wage declaration (.4); draft revisions to declaration (1.4); call with G. Lee to discuss comments to declaration (.3); incorporate G. Lee comments into declaration (1.0); discuss Committee issues related to Employee motion with J. Wishnew (.5).	Pintarelli, John A.	3.00	1,965.00
05-Jun-2012	Address management issues relating to re-badging considerations and compensation.	Tanenbaum, James R.	1.40	1,393.00
05-Jun-2012	Correspond with Mercer on retention issues (.2); correspond with client and Committee on terms of final wages order (1.4); address KEIP-KERP witness concerns (.3); work on responding to wages diligence requests (.4).	Wishnew, Jordan A.	2.30	1,564.00
06-Jun-2012	Review KEIP-KERP estate program (1.4); review affidavit in support of employee benefit motion (.7).	Lee, Gary S.	2.10	2,047.50
06-Jun-2012	Revise Janiczek declaration in support of Employee Wage motion (.7); review case law related to determination of insider status (3.0); revise KEIP/KERP motion (1.7).	Pintarelli, John A.	5.40	3,537.00

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Date	Services	Timekeeper	Hours	Value
06-Jun-2012	Calls with management concerning interest in re-badging; research to respond to questions on RSU's and Paymaster decision (1.7); call with counsel to a senior manager regarding same (.6).	Tanenbaum, James R.	1.30	1,293.50
06-Jun-2012	Work with G. Lee on details of KEIP-KERP plans (.7); work with client on employee separation issues (.8).	Wishnew, Jordan A.	1.50	1,020.00
07-Jun-2012	Revise Janizek declaration for Employee Wage motion (.3); call with FTI regarding KEIP/KERP motion (1.0); research cases and transcripts for factors in determining insider status (3.5); review KEIP/KERP motion (.8).	Pintarelli, John A.	5.60	3,668.00
07-Jun-2012	Calls with management relating to possible resolution of employment issues (.8); discussions with lawyers for a senior manager (1.0); provide analysis of Ally SEC re-badging issues (2.6); consider possible actions to be undertaken by ResCap with Ally to assure the continuity of key employees (.9).	Tanenbaum, James R.	5.30	5,273.50
07-Jun-2012	Prepare outline of presentation to the board concerning continuity of senior management and discuss the same with T. Marano (.5); call with J. Ilany concerning ResCap's legal options for management retention (.6).	Tanenbaum, James R.	1.10	1,094.50
07-Jun-2012	Correspond with client on employee issues.	Wishnew, Jordan A.	0.50	340.00
08-Jun-2012	Participate on various calls with ResCap on employment compensation issues (1.4); follow-up calls with each of S. Abreu and T. Marano (.4).	Tanenbaum, James R.	1.80	1,791.00
08-Jun-2012	Discussions with J. Pintarelli regarding compromise on final terms of wages order.	Wishnew, Jordan A.	3.20	2,176.00
09-Jun-2012	Review email regarding TARP ruling by special master and letter from Special Master.	Lee, Gary S.	0.40	390.00
09-Jun-2012	Call with ResCap senior managers on re-badging and issues (.4); follow up regarding same (.5).	Tanenbaum, James R.	0.90	895.50
09-Jun-2012	Review and provide comments to final wages order (.3); prepare summary of AFI TARP discussion and next steps (.9).	Wishnew, Jordan A.	1.20	816.00
10-Jun-2012	Discussions with R. Cieri regarding employee issues.	Nashelsky, Larren M.	0.50	487.50
10-Jun-2012	Draft committee revisions to the final wages order (.2); discuss open items with J. Wishnew (.2); forward same to Committee (.1); review communications regarding deferred compensation issues (.4).	Pintarelli, John A.	0.90	589.50
10-Jun-2012	Work on open issue with form of KEIP/KERP order.	Wishnew, Jordan A.	0.30	204.00
11-Jun-2012	Prepare for and participate in call with R. Cieri regarding employment issues with OSM letter and payments to Top 3 (.6); discussions with G. Crowley regarding same (.3); discussions with J. Wishnew and J. Tanenbaum regarding same (.2).	Nashelsky, Larren M.	1.10	1,072.50

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11-Jun-2012	Discuss issues regarding G. Crowley for possible testimony (2.0); discuss issues related to employee programs (.6); discuss severance issues with G. Crowley (.2); revise Wages order based on Committee comments (.2); call with FTI to discuss restricted stock units treatment (.5); further discussion with J. Wishnew and G. Lee on same (.5); discuss same with L. Nashelsky and K&E (.4); draft revisions to the KEIP/KERP motion (1.7).	Pintarelli, John A.	6.10	3,995.50
11-Jun-2012	Calls with ResCap personnel dealing with Ally on compensation issues (1.2); meet with J. Wishnew on subject (0.4); participate on several calls with S. Parella and call with counsel to Rescap management (1.4); background discussion with third parties regarding issues relating to Paymaster (1.1); research concerning same (1.8).	Tanenbaum, James R.	5.90	5,870.50
11-Jun-2012	Address compensation and transition issues with J. Tanenbaum (.5); follow up with G. Lee, L. Nashelsky and J. Pintarelli on TARP matters (.7).	Wishnew, Jordan A.	1.20	816.00
12-Jun-2012	Discussions with J. Tanenbaum and J. Wishnew regarding employee issues (.4); prepare for and participate in meeting with G. Crowley and T. Marano regarding employee issues (.4); discussions with R. Cieri regarding same (.3); discussions with K. Eckstein and D. Mannall regarding same (.2).	Nashelsky, Larren M.	1.30	1,267.50
12-Jun-2012	Analysis of issues related to compensation matters and review assessment with Rescap management (1.9); discuss response to Ally's position on compensation with L. Nashelsky and G. Lee (.3); calls with directors concerning unresolved compensation issues, Ally's current position and the potential concerns for operations of the Estate (1.3); meet with L. Nashelsky, J. Wishnew on same (.4); address concerns about regarding-badging with Rescap management in light of Ally's current position (.8).	Tanenbaum, James R.	4.70	4,676.50
12-Jun-2012	Address TARP compensation issues with J. Tanenbaum, T. Goren, L. Nashelsky and G. Crowley (1.6); follow up on employee retention issues, including factual witness (.4).	Wishnew, Jordan A.	2.00	1,360.00
13-Jun-2012	Discussions with J. Tanenbaum and J. Wishnew regarding employee issues (.5); discussions with G. Crowley regarding employee issues (.3); discussions with R. Cieri regarding same (.3); review employee wages motion and orders (.5).	Nashelsky, Larren M.	1.60	1,560.00
13-Jun-2012	Call with G. Crowley and J. Wishnew regarding KEIP/KERP questions.	Pintarelli, John A.	0.60	393.00

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Date	Services	Timekeeper	Hours	Value
13-Jun-2012	Multiple call with ResCap management and ResCap directors regarding compensation issues (3.0); multiple discussions with counsel to a ResCap executive (2.3); review of email exchanges between Ally and ResCap and ResCap executive regarding executive issues (1.5).	Tanenbaum, James R.	6.80	6,766.00
13-Jun-2012	Calls with two directors on management contingency planning.	Tanenbaum, James R.	0.50	497.50
13-Jun-2012	Work on supplemental declaration relating to compensation practices (2.8); calls with AFI counsel and follow up with J. Pintarelli on reimbursement issues (1.9); review DSU-related correspondence and address follow-up questions (1.1); address witness issues related to retention/incitive programs (.5).	Wishnew, Jordan A.	6.30	4,284.00
14-Jun-2012	Review of issues arising from IRSU's and other deferred compensation arising from Special Master ruling (.9); work on supplemental wages declaration for IRSU's etc. (.4).	Lee, Gary S.	1.30	1,267.50
14-Jun-2012	Discussions with G. Lee and J. Wishnew regarding employee issues (.6); discussions with T. Marano regarding employee issues (.2); discussions with R. Cieri regarding same (.3).	Nashelsky, Larren M.	1.10	1,072.50
14-Jun-2012	Call with G. Crowley and A.Steinman regarding HR issues (1.8) call with Company to discuss employment related issues (.6); review latest update to KEIP/KERP schedules (.7); draft edits to KEIP/KERP motion (1.3).	Pintarelli, John A.	4.40	2,882.00
14-Jun-2012	Discuss executive retention issues with Client.	Tanenbaum, James R.	0.60	597.00
14-Jun-2012	Revise Crowley supp. declaration (1.5); calls with HR on multiple outstanding compensation and benefits issues and follow up with L. Nashelsky, G. Lee and G. Crowley (2.4); address retention and incentives issues with G. Crowley and J. Levitt (.4).	Wishnew, Jordan A.	4.30	2,924.00
15-Jun-2012	Review of questions raised regarding Tarp related payments (1.6); call with Ally regarding payroll and reimbursement (.4).	Lee, Gary S.	2.00	1,950.00
15-Jun-2012	Call with J. Wishnew regarding KEIP declarant issues.	Levitt, Jamie A.	0.50	437.50
15-Jun-2012	Discussions with G. Lee and J. Wishnew regarding employee issues (.2); review draft disclosure affidavit of G. Crowley regarding same (.5).	Nashelsky, Larren M.	0.70	682.50
15-Jun-2012	Discuss re-badging, the current Ally position on top 3 compensation, the timing and the consequences to Rescap of re-badging with management and Pam West (0.6); prepare for call with K&E on same (0.5).	Tanenbaum, James R.	1.30	1,293.50
15-Jun-2012	Calls with AFI, client and professionals concerning reimbursement (1.0); draft and revise Crowley Decl. (4.1).	Wishnew, Jordan A.	5.10	3,468.00

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Date	Services	Timekeeper	Hours	Value
16-Jun-2012	Analysis of tarp restrictions and payments of deferred compensation.	Lee, Gary S.	1.20	1,170.00
16-Jun-2012	Address AFI reimbursement issues (.3); correspond with S. Hessler (.1) and review and provide client with comments on revised declaration (.5); prepare e-mail to UCC counsel about discussing employee incentive/retention plans (.3)	Wishnew, Jordan A.	1.20	816.00
17-Jun-2012	Review supplemental declaration regarding tarp and deferred stock (1.9); calls with Ally regarding reimbursement of tarp obligations (1.5).	Lee, Gary S.	3.40	3,315.00
17-Jun-2012	Review of declaration relating to compensation and call with T. Marano.	Tanenbaum, James R.	1.00	995.00
17-Jun-2012	Calls with AFI counsel and client regarding supplemental disclosure (x3) (2.2); review and revise draft supplemental declaration concerning DSUs (6.2).	Wishnew, Jordan A.	8.80	5,984.00
18-Jun-2012	Review and revise employee wages supplemental disclosure.	Lee, Gary S.	1.30	1,267.50
18-Jun-2012	Executive Compensation issues regarding accelerated payments/TARP.	Parella, Sharon A.	2.50	2,125.00
18-Jun-2012	Review AFI edits, revise, finalize and e-file declaration (1.0); review and revise "officer" analysis (.5); review and edit draft KEIP-KERP motion (2.1); review 2004 request from UCC with A. Janiczek (.3); address follow-up reimbursement issues (.3); coordinate with G. Lee on next steps (.2); review and provide comments on FTI supporting declaration (.6)	Wishnew, Jordan A.	5.00	3,400.00
19-Jun-2012	Call with A. Janiczek and J. Horner regarding KEIP-KERP program and Tarp reimbursement (.8); meet with client regarding employee benefits and discussions regarding same (.7).	Lee, Gary S.	1.50	1,462.50
19-Jun-2012	Review revised KEIP/KERP presentations (.5); meetings regarding KEIP/KERP motion (.5).	Levitt, Jamie A.	1.00	875.00
19-Jun-2012	Review declaration filed with Court regarding employee compensation issues (.2); discussions with G. Lee regarding same (.1); review correspondence regarding same (.1).	Nashelsky, Darren M.	0.40	390.00
19-Jun-2012	Executive Compensation issues regarding accelerated payments/TARP.	Parella, Sharon A.	3.50	2,975.00
19-Jun-2012	Research and respond to management questions concerning the options available to the Paymaster.	Tanenbaum, James R.	0.70	696.50

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Date	Services	Timekeeper	Hours	Value
19-Jun-2012	Calls with client concerning executive Compensation (2.1); prepare e-mail to client requesting specific data points (.4); draft AFI letter concerning outstanding obligations (2.2); participate in calls with FTI on K-K supporting declaration (1.2); revise motion defining insiders (.5); revise draft of declaration (.8); review plan notice (.3); coordinate call with UCC (.2).	Wishnew, Jordan A.	7.70	5,236.00
20-Jun-2012	Review research relating to employee incentive plans and employee categorization in connection with same (.8); email with J. Wishnew and J. Pintarelli regarding research (.1).	Freimuth, Renee L.	0.90	598.50
20-Jun-2012	Review materials regarding KEIP-KERP program for client (.9); work on letter to Ally regarding accrued employee benefits and wages (1.1).	Lee, Gary S.	2.00	1,950.00
20-Jun-2012	Executive Compensation issues regarding accelerated payments/TARP.	Parella, Sharon A.	4.10	3,485.00
20-Jun-2012	Calls to Rescap HR and counsel to one of Top 3 concerning Ally position and re-badging (0.8); call with T. Marano and S. Abreu (0.4); research and call concerning approach by Rescap to Paymaster to address issue with Top 3 and Top 25 (0.7).	Tanenbaum, James R.	1.90	1,890.50
20-Jun-2012	Call on Greenspan declaration (1.2); review K-K UCC presentation (.4); review edits to executive compensation letter with Company, G. Lee. D. Westman and D. Bozzetti (1.7); distribute and revise AFI executive compensation letter (4.5); coordinate UCC meeting regarding KEIP-KERP (.3); discuss privilege issues with J. Levitt (.1); follow up with FTI on preparation (.4); circulate UCC K-K materials (.3); prepare for June 21 UCC call (.4); review UCC severance notice (.2); follow up on TARP issues related to executive compensation issues (.2).	Wishnew, Jordan A.	9.70	6,596.00
21-Jun-2012	Meeting with J. Wishnew, J. Tanenbaum, S. Parella, J. Mitten, C. Cannon regarding status of prepetition obligations to senior management.	Evans, Nilene R.	0.70	532.00
21-Jun-2012	Review draft KEIP-KERP materials from FTI and Mercer (1.1); call with Senior Management regarding Tarp related matters (.6); call with Ally regarding wages-benefits owed to ResCap (.4); call with OCC advisors regarding KEIP-KERP (.9); Client call regarding KEIP-KERP presentation to OCC advisors (.5).	Lee, Gary S.	4.00	3,900.00
21-Jun-2012	Review revised FTI and Mercer presentations on KEIP/KERP motion (1.5); attend call with clients to prepare for discussion with UCC on KEIP/KERP (.7); attend call with UCC, FTI and Mercer regarding KEIP/KERP presentations and motion (1.0).	Levitt, Jamie A.	3.20	2,800.00
21-Jun-2012	Call with Committee regarding KEIP and KERP (1.0).	Newton, James A.	1.00	445.00
21-Jun-2012	ResCap meeting with regarding employee matters.	Parella, Sharon A.	0.80	680.00

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Date	Services	Timekeeper	Hours	Value
21-Jun-2012	Call with FTI before KEIP/KERP presentation to Committee advisors (.7); call with Committee advisors (.9).	Pintarelli, John A.	1.60	1,048.00
21-Jun-2012	Calls with and follow-up for A. Janiczeck (1.0); prepare for, and participate in call concerning Ally approach to Top 25 (1.6); Meet with J. Wishnew, S. Parella and N. Evans concerning approaches to helping to resolve issues concerning Top 3 and follow-up with S. Parella (1.5).	Tanenbaum, James R.	4.10	4,079.50
21-Jun-2012	Calls with T. Marano on issues that are likely to arise concerning dealing with Rescap employees (0.4); call with T. Hamzehpour on legal question for employees (0.2).	Tanenbaum, James R.	0.60	597.00
21-Jun-2012	Work on individual employee issues with S. Parella (.7); prepare for and present K-K to UCC (1.9); assist client with benefit retention issues (.5); call with senior lenders on TARP compensation (.7); call with AFI counsel on executive compensation (.3); review UCC initial K-K request (.7); distribute K-K materials to UCC (.3); revise executive compensation correspondence to AFI and coordinate with FTI (.5); address discovery issues (.2); review updated Greenspan affidavit (.2); discuss UCC information request with T. Dempsey (.2); follow-up with G. Crowley on unpaid executive compensation amounts (.3); work with G. Crowley on DSU/IRSU amounts (.4).	Wishnew, Jordan A.	6.90	4,692.00
22-Jun-2012	Retrieval and organization of cases cited in KEIP/KERP motion.	Guido, Laura	0.70	196.00
22-Jun-2012	Analyse TARP related payments due to Rescap executives.	Lee, Gary S.	1.40	1,365.00
22-Jun-2012	Call with ResCap management regarding employment issues.	Parella, Sharon A.	1.00	850.00
22-Jun-2012	Research on Paymaster question.	Tanenbaum, James R.	0.30	298.50
22-Jun-2012	Provide advice to Rescap and address management and other issues relating to receipt by Top 3 of Ally DSO letters (2.3); conference call with Ally outside directors on same and follow up concerning suggested options (1.4); discuss with J. Wishnew an S. Parella (0.6); Calls with A. Janiczeck and others on Top 25 (0.3); review of materials from Ally concerning impact on compensation on Top 3 (2.8).	Tanenbaum, James R.	7.40	7,363.00

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Date	Services	Timekeeper	Hours	Value
22-Jun-2012	Review KEIP-KERP organization chart (.2); prepare summary of outstanding executive compensation (.6); review KCC supplemental application (.2); calls with G. Crowley regarding Top 25 comp (.4); address diligence production queries (.3); revise Mercer declaration (.4); review AFI DSU letters to Top 3 (.2); follow up with D. Westman on litigation issues (.2); call with Top 3 (.5); calls with outside counsel on compensation issues and follow up with e-mail (.7); call with G. Lee and UCC counsel on Top 3 (1.1); call with A. Steinman regarding benefits planning (.3).	Wishnew, Jordan A.	5.10	3,468.00
23-Jun-2012	Review disclosure materials related to KEIP-KERP (.6); address client questions (.2); prepare e-mail to UCC counsel on executive compensation (.2); address research issue related to executive compensation (.1).	Wishnew, Jordan A.	1.10	748.00
24-Jun-2012	Coordinate production and delivery of KEIP-KERP material to UCC (.2); review case law and documents for KEIP-KERP motion (2.4); provide UCC with executive compensation documents (.4); revise KEIP-KERP declarations and follow up with declarants (1.1); review executive compensation research issue with S. Molison (.3).	Wishnew, Jordan A.	4.40	2,992.00
25-Jun-2012	Research regarding deferred comp to Top 3 executives and reimbursement issues (4.8); call with T. Gutfleisch regarding employee claims for deferred compensation (1.1).	Parella, Sharon A.	5.90	5,015.00
25-Jun-2012	Research concerning issue raised by A. Janeczek (2.1); calls with two directors concerning direction and timing of responses to Ally and to lawyers for two of Top 3 (0.7); review of files and notes concerning discussions between M. Carpenter and T. Marano and K&E and MoFo lawyers concerning re-badging issues (1.5).	Tanenbaum, James R.	4.30	4,278.50
25-Jun-2012	Review documents and call with Mercer on KEIP-KERP declaration (.8); follow-up with A. Janiczek on benefits matters (.3); provide KEIP-KERP documents to UCC counsel (.5); provide comments to FTI (.3); call on executive compensation issues (.2); review materials provided by client (.2).	Wishnew, Jordan A.	2.30	1,564.00
26-Jun-2012	Call with S. Molison to discuss research regarding nonpayment of employee obligations.	Crespo, Melissa M.	0.40	152.00
26-Jun-2012	Review revised FTI declaration for KEIP/ KERP motion (1.2); discussion with J. Wishnew regarding revisions to FTI declaration regarding KEIP/KERP motion (.5).	Levitt, Jamie A.	1.70	1,487.50
26-Jun-2012	Review material regarding Top 3 employment issues (.3); discussions with G. Lee regarding same (.3).	Nashelsky, Darren M.	0.60	585.00
26-Jun-2012	Call with T. Gutfleisch regarding employee claims for deferred compensation (1.1); Research regarding pay master issues and breach of contract claims (2.7).	Parella, Sharon A.	3.80	3,230.00

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Date	Services	Timekeeper	Hours	Value
26-Jun-2012	Email and call with A. Janeczek and J. Auspitz regarding employment issues.	Tanenbaum, James R.	4.80	4,776.00
26-Jun-2012	Review modified Greenspan declaration and discuss same with J. Levitt and FTI (1.3); calls with client and outside counsel and address executive compensation issues (1.1); address client queries (.2); stay violation research (.2); coordinate filing of KEIP-KERP (.3); revise FTI KEIP-KERP declaration (.4); backyard search on Greenspan (.2).	Wishnew, Jordan A.	3.70	2,516.00
27-Jun-2012	Work on projects regarding TARP related payments (.3); call with FTI regarding ResCap KEIP-KERP plan (.4).	Lee, Gary S.	0.70	682.50
27-Jun-2012	Call with chambers regarding KEIP KERP issues and the July 6th status report on MBIA discover issues (.2); call with chambers regarding the KEIP/KERP page limit, the July 6 report and the supplemental servicing motion (.3); draft email to J. Wishnew regarding the same (.2); discuss with N. Rosenbaum and E. Richards regarding the same (.2).	Moss, Naomi	0.90	454.50
27-Jun-2012	Review emails from FTI regarding specifics in KEIP/KERP in past case (.2); review Velo decision regarding KEIPs (.7); review motion to approve KEIP in past case as follow-up to FTI's comments (.4); revise KEIP/KERP motion in accordance with comments from J. Wishnew (1.0); email with J. Wishnew regarding completion of KEIP/KERP motion (.1); review and revise FTI declaration in support of KEIP/KERP motion and provide notes in accordance with recent KEIP/KERP decisions (1.4); discuss with J. Levitt regarding revisions to Dempsey declaration and KEIP/KERP motion (.1); coordinate preparation of formatting of table of contents and table of authorities for KEIP/KERP motion (.1); email with J. Wishnew regarding status and plan regarding KEIP/KERP motion (.2); email with J. Wishnew regarding KEIP/KERP motion structure and edits (.2).	Newton, James A.	4.00	1,780.00
27-Jun-2012	Review T. Marano's employment agreement with GMAC (Ally predecessor) (.5); discuss potential 409 (a) issues with J. Tanenbaum and D. Bozzetti arising from Ally's failure to pay deferred compensation to Top 3 employees (.5); research regarding potential claims by top 3 executives (.6); calls with T. Gutfleisch regarding employee's deferred compensation claims (1.4).	Parella, Sharon A.	3.00	2,550.00
27-Jun-2012	Review T. Marano employment agreement (1.7); discuss same with S. Parella (.6); calls with G. Lee and J. Wishnew in preparation for the call requested by K&E (.5); call with an outside director (.3); receive IRS 409 description concerning Paymaster issue (.2).	Tanenbaum, James R.	3.30	3,283.50

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Date	Services	Timekeeper	Hours	Value
27-Jun-2012	Calls and correspondence with A. Janiczek on executive compensation issues (.7); calls with J. Tanenbaum on independent BOD materials (.2); provide UCC counsel with plan amendment notification (.2); review recent 503(c) decision and coordinate follow-up with J. Newton (.5); call with FTI on initial UCC feedback to incentive/retention plans (.8); review research on stay violations (.6); coordinate drafting of KEIP-KERP motion with J. Newton (.2).	Wishnew, Jordan A.	3.20	2,176.00
28-Jun-2012	Review analysis of TARP related payment obligations (.8); review comments on KERP-KEIP affidavits and memorandum in support (.5); work on projects regarding KERP-KEIP plan and queries from OCC counsel (.7).	Lee, Gary S.	2.00	1,950.00
28-Jun-2012	Review and revise the KEIP/KERP motion and the two accompanying declarations (3.0); correspondence with J. Wishnew and G. Lee regarding comments on the KEIP/KERP motion papers (1.0).	Levitt, Jamie A.	4.00	3,500.00
28-Jun-2012	Revise KEIP/KERP motion (1.5); adjust FTI declaration in accordance with changes (.4).	Newton, James A.	1.90	845.50
28-Jun-2012	Draft proposal regarding employment issues (1.8); consult with J. Tanenbaum on same (0.4); evaluate potential responses to same (1.5); consider any required disclosure to be made by Rescap and by Ally (0.4)	Parella, Sharon A.	4.10	3,485.00
28-Jun-2012	Draft proposal regarding employment issues with Top 3 (1.8); consult with S. Parella on same (0.4); evaluate likely response to same by OCC, UST and Paymaster (1.5); consider any required disclosure to be made by Rescap and by Ally (0.4).	Tanenbaum, James R.	4.10	4,079.50
28-Jun-2012	Review supplemental KEIP-KERP material for UCC (.3); discussion with A. Janiczek and review T25 board material (1.1); calls with UCC and debtor professionals on KEIP-KERP issues (.8); review edits to KEIP-KERP motion (.4); call with J. Dempsey on follow-up to UCC diligence (.3).	Wishnew, Jordan A.	2.90	1,972.00
29-Jun-2012	Work on TARP related payment issue and attempts to resolve unpaid amounts (.8); work on KEIP-KERP program analysis for OCC (.9).	Lee, Gary S.	1.70	1,657.50
29-Jun-2012	Communications with Mr. Gutfleisch (counsel for L. Nee) and Mr. Zuckerman (counsel for Mr. Marano)	Parella, Sharon A.	2.20	1,870.00
29-Jun-2012	Discuss possible compromise resolution of compensation issues with Rescap management (1.1); call with K&E concerning compensation discussion and the timing of a response from the Rescap board to the Ally letter (0.2); internal discussion concerning eh approach to the Special Master on behalf of Rescap (0.4); discuss with S. Parella the matters that counsel to the Top 3 would likely want addressed in any compromise agreement between the Top 3 and Ally (0.6).	Tanenbaum, James R.	2.30	2,288.50

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Date	Services	Timekeeper	Hours	Value
30-Jul-2012	Attend hearing on proposed order involving RMBS Trustees (1.5); call with D. Clark and A. Klein regarding same (.1);	Barrage, Alexandra S.	1.60	1,112.00
30-Jul-2012	Attend Court Hearing regarding cure and RMBS claims Scheduling Order.	Lee, Gary S.	1.60	1,560.00
30-Jul-2012	Attend 9019 scheduling conference.	Levitt, Jamie A.	2.00	1,750.00
30-Jul-2012	Discuss the "crib sheet" to the scheduling order with A. Princi.	Moss, Naomi	0.20	101.00
30-Jul-2012	Preparation for (3.7) and attendance at and participation in court hearing regarding joint proposed scheduling order and discussions with team (1.1).	Princi, Anthony	4.80	4,680.00
31-Jul-2012	Prepare, file and coordinate service of notice of 8/2 telephonic status conference on KEIP/KERP motion (.3); prepare notice of hearing on Papas motion to convert case (.3); coordinate 8/2 telephonic appearance for G. Lee (.2); prepare 8/8 and 8/9 hearing materials for Chambers (1.3); meet with S. Tice regarding 8/14 hearing preparations (.5).	Guido, Laura	2.60	728.00
Total: 013	Hearings		262.20	158,028.50
Tax Matters				
10-Jul-2012	Draft note on Tax Sharing Agreement (.2); discussion with L. Nashelsky regarding same (.1).	Lee, Gary S.	0.30	292.50
10-Jul-2012	Review correspondence regarding tax matter (.2); discussions with G. Lee regarding same (.1).	Nashelsky, Larren M.	0.30	292.50
11-Jul-2012	Correspondence with L. Marinuzzi and T. Humphreys regarding tax payment issue.	Goren, Todd M.	0.30	217.50
11-Jul-2012	Review Ally request for post-petition tax payments (.6); analysis of order on taxes (.6); correspondence to team regarding latest tax update (.3).	Marinuzzi, Lorenzo	1.50	1,297.50
12-Jul-2012	Call with R Schrock (Kirkland) regarding tax payments and liability.	Marinuzzi, Lorenzo	0.50	432.50
13-Jul-2012	Tax analysis and revision of proposal regarding payment of sale and performance incentives.	Bozzetti, Domnick	1.30	1,137.50
21-Jul-2012	Email to and from Ally regarding post-petition tax payments.	Lee, Gary S.	0.20	195.00
22-Jul-2012	Analysis of post petition tax payments.	Lee, Gary S.	0.50	487.50
23-Jul-2012	Research issues relating to payment of post-petition taxes.	Richards, Erica J.	6.00	3,570.00
30-Jul-2012	Review with R. Reigersman and C. Dondzilla (ResCap) tax matters for purposes of post-petition income tax payments.	Marinuzzi, Lorenzo	0.70	605.50
Total: 014	Tax Matters		11.60	8,528.00

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Date	Services	Timekeeper	Hours	Value
17-Jul-2012	Attend meeting with UCC (2.1); review materials in preparation for same (.6); follow up meeting with T. Marano and J. Whitlingen (.5).	Goren, Todd M.	3.20	2,320.00
17-Jul-2012	Prepare for and meeting with Creditors Committee regarding subservicing and other issues (2.4); discussions with T. Marano and J. Whitlinger regarding same (.9).	Nashelsky, Larren M.	3.30	3,217.50
18-Jul-2012	Submit request to US Trustee's office for audio of 6/25 341 meeting (.5); prepare and file notice of adjournment of 341 meeting to July 27th discuss with J. Wishnew regarding same (.2).	Guido, Laura	0.70	196.00
18-Jul-2012	Coordinate preparation fee for 7/22 341 with client, work with L.Guido to docket 341 notice.	Wishnew, Jordan A.	0.10	68.00
23-Jul-2012	Review script for 341 meeting (.4) and correspondence with Company/FTI regarding same (.2).	Goren, Todd M.	0.60	435.00
25-Jul-2012	Contact M. Fields (U.S. Trustee's office) regarding status of request for 341 meeting audio transcript.	Guido, Laura	0.20	56.00
25-Jul-2012	Meet and discuss with OCC, Ally, Investor counsel, Nationstar counsel and RMBS counsel regarding sale and RMBS Settlement Schedule.	Lee, Gary S.	6.90	6,727.50
26-Jul-2012	Participate in prep meeting with Company for 341 meeting (1.7) and review talking points for same (.4).	Goren, Todd M.	2.10	1,522.50
26-Jul-2012	Attend preparatory meeting for the 341 meeting.	Pintarelli, John A.	2.00	1,310.00
26-Jul-2012	Meet with client and prepare for 341 (2.7); calls with UST on 341/MORs (.2).	Wishnew, Jordan A.	2.90	1,972.00
27-Jul-2012	Prepare for (.7) and attend 341 meeting (2.6).	Goren, Todd M.	3.30	2,392.50
27-Jul-2012	Meet with RMBS Investor Counsel.	Lee, Gary S.	0.40	390.00
27-Jul-2012	Meeting with trustees regarding monoline claims.	Levitt, Jamie A.	0.50	437.50
27-Jul-2012	Prepare for and attend meetings with UST including 341.	Wishnew, Jordan A.	3.60	2,448.00
30-Jul-2012	Coordinate receipt of audio from 7/27 341 meeting (.4); contact US Trustee's office regarding status of pending request for 6/25 341 meeting audio (.3).	Guido, Laura	0.70	196.00
31-Jul-2012	Review and distribute 6/25 341 meeting transcript.	Guido, Laura	0.30	84.00
Total: 023	Meetings of Creditors		56.00	42,985.50
Employee Matters				
01-Jul-2012	Review summary of compensation currently payable to Top 3 employees.	Parella, Sharon A.	0.50	425.00
01-Jul-2012	Research relating to Paymaster issues (2.0); analysis of issues relating to compensation issues (5.2).	Tanenbaum, James R.	7.20	7,164.00
02-Jul-2012	Meeting with J. Newton regarding the KEIP/KERP Motion.	Moss, Naomi	0.20	101.00

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Date	Services	Timekeeper	Hours	Value
02-Jul-2012	Review email and letter from T. Gutfleisch (representing L. Nees) regarding Ally's failure to pay deferred compensation including discussion with J. Tanenbaum relating thereto (.5); review Kirkland & Ellis's response to Top 3 employees (.5); discussion with T. Gutfleisch regarding claims to be made by Mr. Nees (1.0).	Parella, Sharon A.	2.00	1,700.00
02-Jul-2012	Call with M. Laber regarding KEIP-KERP diligence (.3); participate in Board call regarding executive compensation matters (.6); meeting with J. Tanenbaum and G. Lee on independent members discussion with AFI and next steps (.8); provide independent board member with case updates (.2); forward data points relating to executive compensation to J. Tanenbaum (.2); prepare materials for OSM on executive compensation (1.3).	Wishnew, Jordan A.	3.40	2,312.00
03-Jul-2012	Review letter from Ally regarding TARP related payments (.2); prepare for and attend on call with Ally counsel regarding TARP related payments (1.2).	Lee, Gary S.	1.40	1,365.00
03-Jul-2012	Meet with J. Tanenbaum, G. Lee & J. Wishnew and call with Kirkland & Elli's regarding Ally's failure to pay certain deferred compensation to Top 3 executives (1.5); discuss same and attendant reimbursement issues with J. Tanenbaum (.5); research regarding potential claims by ResCap and Top 3 employees arising from failure to pay deferred compensation (1.3); call with T. Gutfleisch regarding employee's position on Ally's failure to pay deferred compensaton (1.2); discussions with J. Tanenbaum regarding his subsequent discussion with Kirkland & Ellis regarding Ally's consent that ResCap contact special Paymaster (regarding deferred comp) (.3).	Parella, Sharon A.	4.80	4,080.00
03-Jul-2012	Prepare for, and suggest approach for, responding to request from S. Hessler of W&E concerning the top three officers (3.6); calls with K&E concerning compensation issues and communications with the Paymaster (.4); meet with S. Parella concerning approaches to compensation issues when Ally selects employment counsel (.5); Calls with Directors and J. Wishnew regarding executive compensation issues (1.7), calls with Morrison & Cohen on same subject (.7).	Tanenbaum, James R.	6.90	6,865.50
03-Jul-2012	Participate in meeting and call on Executive Compensation issues (1.6); correspond with FTI on UCC KEIP-KERP feedback (.3).	Wishnew, Jordan A.	1.90	1,292.00
05-Jul-2012	Review and revise letter to Special Master regarding TARP.	Lee, Gary S.	0.50	487.50
05-Jul-2012	Provide comments to draft letter to Paymaster (.8); research and calls concerning Paymaster issues (3.0); address issues relating to management's initiative to seek judicial determination of compensation entitlements and discuss with S. Parella regarding same (3.4).	Tanenbaum, James R.	7.20	7,164.00

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05-Jul-2012	Draft and revise letter to OSM regarding Top 25 (4.3); call with A. Janiczek regarding OSM ruling related to N75 (.3); work though reimbursement scenarios (.3); revise KEIP-KERP motion (.8).	Wishnew, Jordan A.	5.70	3,876.00
06-Jul-2012	Review correspondence from Ally and Special Master regarding TARP payments (.9); draft response to Ally regarding TARP payments (.6).	Lee, Gary S.	1.50	1,462.50
06-Jul-2012	Meeting regarding update on KEIP/KERP negotiations and revisions in preparation for compensation committee call.	Levitt, Jamie A.	0.50	437.50
06-Jul-2012	Communications with J. Tanenbaum regarding retention of Sullivan & Cromwell for employee matters affecting top 25% employees and status of individual's responses to Ally.	Parella, Sharon A.	0.50	425.00
06-Jul-2012	Discussions with ResCap Management and Directors concerning OSM letter and treatment of top 75 employees (2.3); discuss timing and revise proposal with A&E (.5); review ResCap anticipated approaches for engaging S&C with S. Parella (1.1); discussion with directors concerning issues relating to retention of the top 3 and top 75 (1.4); address ResCap options relating to most current draft of the Ally term sheet with Compensation Committee (1.5); prepare for joint Compensation Committee and Special Board meeting (.9).	Tanenbaum, James R.	7.70	7,661.50
06-Jul-2012	Meet with FTI regarding KEIP/KERP declaration (.2); review details of OSM N75 letter (.6); review materials for CC disclosure (.9); draft letter to AFI concerning executive compensation (2.1); address compensation issues with G. Lee and J. Tanenbaum (.8).	Wishnew, Jordan A.	4.60	3,128.00
07-Jul-2012	Review materials related to KEIP/KERP for disclosure to creditors committee.	Pintarelli, John A.	2.50	1,637.50
07-Jul-2012	Prepare for Board meeting regarding issues related to compensation and Ally (1.8); review letter from Special Master (.4); calls with S. Parella concerning same (.5).	Tanenbaum, James R.	2.70	2,686.50
07-Jul-2012	Revise KEIP-KERP timeline and address disclosure issues (1.0); coordinate production to UCC (.2); prepare memorandum to compensation committee regarding OSM and AFI (.6); revise KEIP-KERP motion (1.4).	Wishnew, Jordan A.	3.20	2,176.00
08-Jul-2012	Email materials for special Board meeting regarding TARP / compensation issues (.4); attend Special Board meeting (1.7).	Evans, Nilene R.	2.10	1,596.00
08-Jul-2012	Attend ResCap Board meeting regarding TARP related matters (1.7); review materials prepared for Board regarding KEIP-KERP (.5); work on letter to Ally addressing TARP issues (.4).	Lee, Gary S.	2.60	2,535.00

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Date	Services	Timekeeper	Hours	Value
08-Jul-2012	Prepare for and participate in ResCap Board of Directors meeting regarding TARP / compensation issues.	Nashelsky, Larren M.	1.40	1,365.00
08-Jul-2012	Review orders, motions and transcripts regarding KEIP/KERP cited in current KEIP/KERP draft motion as they relate to differences in the analyses under 363(b) and 503(c) (1.0); review Borders and Velo decisions for additional 503(c) v. 363(b) analyses for revisions to motion (1.0).	Newton, James A.	2.00	890.00
08-Jul-2012	Call with ResCap Board regarding compensation issues affecting Top 25 (1.0); review documents and research potential claims by employees and/or ResCap arising from Ally's failure to pay certain deferred compensation (.5).	Parella, Sharon A.	1.50	1,275.00
08-Jul-2012	Participate in Board meeting regarding compensation issues (1.7); and follow-up on issues raised during same (1.3). Review presentation showing impact of OSM letter on compensations of senior officers (1.4); review May 12-14 emails relating to compensation matters (2.3).	Tanenbaum, James R.	6.70	6,666.50
08-Jul-2012	Revise OSM timeline for Board call (.2); prepare for and participate in Board of Directors meeting (1.9); address follow up points with G. Lee (.2); revise OSM letter (1.7).	Wishnew, Jordan A.	4.00	2,720.00
09-Jul-2012	Review breakdown of employee liabilities and Schedule 4.13 in preparation for call with Kramer Levin (.4); participate in employee liabilities call with N. Evans, J. Bessonnette and J. Taylor (1.2).	Barrage, Alexandra S.	1.60	1,112.00
09-Jul-2012	Attend Compensation Committee meeting.	Evans, Nilene R.	0.70	532.00
09-Jul-2012	Review and edit letter to Ally regarding TARP payments (.6); attend ResCap Board (Compensation Committee) call (.8); review and edit letter to Special Master regarding TARP payments (.5); analysis of KEIP-KERP program and prepare for ResCap Board meeting regarding same (1.5).	Lee, Gary S.	3.40	3,315.00
09-Jul-2012	Review KEIP/KERP developments; (.5); attend Compensation Committee pre-call (.5); attend compensation committee meeting regarding KEIP/KERP and other issues (1.0).	Levitt, Jamie A.	2.00	1,750.00
09-Jul-2012	Meeting with J. Newton regarding KEIP/KERP motion and next steps (.3); review and comment on the KERP/KEIP motion (1.5); review and revise draft KEIP/KERP motion (.4); meet with J. Wishnew regarding KERP/KEIP (.2); revise the KEIP/KERP motion (1.5).	Moss, Naomi	3.90	1,969.50
09-Jul-2012	Discussion with N. Moss regarding KEIP/KERP preparation (.2); meet with J. Wishnew regarding KEIP/KERP revisions and scheduling (.4); review and begin revisions to KEIP/KERP motion (1.4).	Newton, James A.	2.00	890.00

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Date	Services	Timekeeper	Hours	Value
09-Jul-2012	Communications with T. Gutfleisch, Esq. and P. Moore (counsel for ResCap executives) regarding issues relating to deferred compensations claims and rebadging issues (3.0); review summary of outstanding compensation owed and Special master's communications and order regarding the same (2.0); research regarding 409A tax issues relevant thereto (2.5).	Parella, Sharon A.	7.50	6,375.00
09-Jul-2012	Call with committee counsel regarding KEIP/KERP (.5); continue review of documents responsive to Committee document requests (.7).	Pintarelli, John A.	1.80	1,179.00
09-Jul-2012	Draft letter to Office of the Special Master for TARP compensation regarding application of recent payment modification letters to ResCap employees in Top 25 and Next 75 and regarding cash payments in lieu of AFI stock units.	Smith, Dwight C.	5.50	4,675.00
09-Jul-2012	Prepare for and attend Compensation Committee discussion and address follow-up (2.3); prepare written response to Ally proposal communicated by G. Lee on behalf of the ResCap Board and advise K&E of the ResCap Board position (2.2); discuss with directors communications between Ally employees and ResCap employees concerning compensation matters in the period prior to May 14, 2012 and other compensation related matters (1.1); participate in discussions concerning, and text revision of, a possible letter to the OSM concerning the impact on the ResCap estate of certain compensation decisions by Ally (1.4).	Tanenbaum, James R.	7.00	6,965.00
09-Jul-2012	Prepare for and participate in compensation committee meeting (1.5); work with J. Pintarelli on review of documents for UCC production (.6); meet with A. Janiczek and G. Crowley on executive compensation issues (.4); revise OSM letter (1.3); call with UCC counsel on incentive program details (.4); revise AFI reimbursement response (.6).	Wishnew, Jordan A.	4.80	3,264.00
10-Jul-2012	Email follow-up response regarding business employee liabilities to Kramer Levin (.4); call with J. Weiner, C. Malley, J. Horner, M. Fahy Woehr and R. Weiss regarding finalizing Schedule K to NSM APA (.4).	Evans, Nilene R.	0.80	608.00
10-Jul-2012	Work on letter to special master regarding TARP payments.	Lee, Gary S.	0.50	487.50
10-Jul-2012	Review and comment on KEIP/KERP motion.	Moss, Naomi	1.40	707.00
10-Jul-2012	Review and revise draft letter to Ally regarding Top 3 (.3); review correspondence regarding same (.4).	Nashelsky, Larren M.	0.70	682.50
10-Jul-2012	Revise and reordering KEIP/KERP motion analysis in accordance with Judge Glenn decisions.	Newton, James A.	2.90	1,290.50

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Date	Services	Timekeeper	Hours	Value
10-Jul-2012	Communications with T. Gutfleisch and J. Crossman regarding claims by executives for acceleration of deferred compensation and research regarding a contract claims and 409A issues relevant to the executive's claims.	Parella, Sharon A.	7.10	6,035.00
10-Jul-2012	Discuss KEIP/KERP with J. Wishnew (.2); call with client regarding committee document requests (.4).	Pintarelli, John A.	0.60	393.00
10-Jul-2012	Calls with directors concerning communication with Ally regarding current compensation proposal (.3); attend discussion on compensation and address follow-up (2.7); separate calls with ResCap management relating to compensation (2.5).	Tanenbaum, James R.	5.50	5,472.50
10-Jul-2012	Revise OSM letter and send to client (.9); address diligence issues with J. Pintarelli and M. Labor (FTI) (.5); review KEIP-KERP with N. Moss (.2).	Wishnew, Jordan A.	1.60	1,088.00
11-Jul-2012	Meeting with J. Wishnew regarding employment claims issues.	Engelhardt, Stefan W.	0.50	425.00
11-Jul-2012	Review and revise letter to Special Master regarding TARP and discussions relating thereto (.5); call with Ally regarding TARP payments (.6).	Lee, Gary S.	1.10	1,072.50
11-Jul-2012	Meet with J. Wishnew and J. Newton regarding the KEIP/KERP motion (.5); revise the KEIP/KERP Motion (2.0).	Moss, Naomi	2.50	1,262.50
11-Jul-2012	Meet with N. Moss and J. Wishnew regarding KEIP (.5); revise KEIP/KERP motion (2.3).	Newton, James A.	2.80	1,246.00
11-Jul-2012	Communications with T. Gutfleisch, P. Moore and J. Crossman (counsel for executives) and T. Marano, J. Tanenbaum and G. Lee regarding claims by executives for acceleration of deferred compensation (.3); research regarding contract claims and 409A issues raised by executives (4.0); review relevant terms of deferred compensation arrangements and prepared for meeting with Sullivan & Cromwell regarding same (3.6).	Parella, Sharon A.	7.90	6,715.00
11-Jul-2012	Research concerning OSM (.7); prepare for (1.0), and participate on call with K&E relating, for the most part, to compensation issues (1.3); address follow up with management and directors (1.6); calls with directors, before and after, discussion with M. Carpenter (2.8); calls with T. Marano concerning stabilizing ResCap employees (.4); participate on call with G. Lee, T. Marano and S. Parella concerning compensation (.3).	Tanenbaum, James R.	8.10	8,059.50

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Date	Services	Timekeeper	Hours	Value
11-Jul-2012	Revise modified KEIP-KERP provision relating to KEIP payments (.7); review KEIP-KERP motion (.5); correspond with FTI and Mercer on supporting declarations (.3); calls with FTI/Mercer regarding KEIP-KERP feedback (.5); participate in executive compensation discussion with AFI counsel (.6); correspond with client on executive compensation data points (.3); address compensation payment issues with S. Engelhardt (.4); call with client on UCC feedback (.7); OSM update with J. Tanenbaum (.2); call with A. Janiczek and compensation allocation (.4); call with J. Dempsey on deferred compensation (.2).	Wishnew, Jordan A.	4.80	3,264.00
12-Jul-2012	Calls and correspondence with J. Wishnew regarding incentive plan terms and section 409A (1.5); review plan terms and analyze section 409A issues (2.5); provide suggested changes to payment terms (1.0).	Bozzetti, Domnick	4.10	3,587.50
12-Jul-2012	Emails to and from client regarding KEIP-KERP discussions with committee counsel and advisors and resolution of open issues.	Lee, Gary S.	0.90	877.50
12-Jul-2012	Revise KERP/KEIP Motion.	Moss, Naomi	3.10	1,565.50
12-Jul-2012	Continue drafting KEIP/KERP motion (2.4); review and revise same (2.0); meet with N. Moss and J. Wishnew regarding KEIP/KERP work plan and open issues (.4); continue preparing Client declaration in support of KEIP/KERP motion (1.5); call with M. Laber and J. Wishnew regarding KEIP/KERP updates and revisions (.7); begin revisions to Greenspan declaration (.9); review open issues in KEIP/KERP motion (.1).	Newton, James A.	8.00	3,560.00
12-Jul-2012	Communications with ResCap Board, J. Tanenbaum, J. Crossman, T. Gutfleisch, T. Marano and M. Trevino (Sullivan & Cromwell) regarding deferred compensation claims by executives (.8); review current compensation arrangements and relevant TARP regulations (7.0).	Parella, Sharon A.	7.80	6,630.00
12-Jul-2012	Call with client and FTI regarding KEIP/KERP asks from Committee.	Pintarelli, John A.	0.60	393.00
12-Jul-2012	Meet with S. Parella and receive updates concerning information requests from counsels to top 3 and call with S&C (.8); review Ally's allocation of time by officers serving the two companies (.9); call from counsel to ResCap officer (.3); prepare for 7/13 call with Ally management, K&E and ResCap officers and two directors (1.6); attend board meeting and analysis of follow-up on compensation issues including call with K&E and multiple calls with directors, officers and Morrison & Cohen (3.8).	Tanenbaum, James R.	7.40	7,363.00

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Date	Services	Timekeeper	Hours	Value
12-Jul-2012	Meet with D. Bozzetti and FTI on 409A issues related to KEIP-KERP (1.5); call with client and advisors on KEIP-KERP counterproposal (.7); revise KEIP-KERP declarations and discuss with declarants (2.7); follow up with AFI counsel on executive compensation calculations (.2); call with F. Bobba on executive compensation issues (.2); call with A. Janiczek on executive compensation and KEIP-KERP (.2); call with M. Laber regarding clarifications to KEIP-KERP terms (1.4); review updated UST materials (.3); review KEIP-KERP motion (1.8); prepare e-mails to UST and UCC regarding executive compensation and KEIP-KERP (.6).	Wishnew, Jordan A.	9.60	6,528.00
13-Jul-2012	Review analysis from client regarding outstanding compensation of ResCap employees (.8); review and revise motion to approve KEIP-KERP (1.8); call with J. Tanenbaum, L. Nashelsky and J. Wishnew regarding TARP related issues (.9).	Lee, Gary S.	3.50	3,412.50
13-Jul-2012	Conference with J. Wishnew regarding revisions to KEIP/KERP motion papers (.5); review of revised KEIP/KERP motion papers (1.0).	Levitt, Jamie A.	1.50	1,312.50
13-Jul-2012	Meeting with J. Newton regarding KEIP/KERP.	Moss, Naomi	0.20	101.00
13-Jul-2012	Prepare for and participate in call with J. Tanenbaum and G. Lee regarding employment issues (1.1); review correspondence regarding same (.3).	Nashelsky, Larren M.	1.40	1,365.00
13-Jul-2012	Continue revisions and additions to Greenspan declaration in support of KEIP/KERP motions (1.3); complete Janiczek declaration in support of KEIP/KERP motion (.6); revise and edit same (.4); additional edits to KEIP/KERP motion in accordance with comments from G. Lee and J. Wishnew (1.2).	Newton, James A.	3.50	1,557.50
13-Jul-2012	Communications with ResCap, Kirkland & Ellis, Sullivan & Cromwell and counsel for executives (T. Gutfleisch and J. Crossman), J. Tanenbaum and G. Lee regarding issues relevant to acceleration of deferred compensation and rebadging (.5); review emails and communications regarding deferred compensations arrangements and advise regarding potential solution (7.0).	Parella, Sharon A.	7.50	6,375.00
13-Jul-2012	Several calls with directors in preparation for management call regarding employment issues (1.0); call with K&E in preparation for call (.2); calls with ResCap management in preparation for call (.4); review Ally presentation for meeting (.8); participate on call with Ally, L. Kessler, K&E, ResCap officers and a director and MoFo (2.1); follow-up calls with J. Mack and J. Ilany (1.3); participate in follow-up call with A. Janiczek, T. Marano, S. Abreu (.4); call with S. Parella, G. Lee and others concerning response to Ally suggestions (.5); call with K&E regarding same (.3).	Tanenbaum, James R.	7.00	6,965.00

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Date	Services	Timekeeper	Hours	Value
13-Jul-2012	Review KEIP-KERP motions and declarations and distribute to client and declarants (1.7); review KEIP-KERP discussion materials, revise and provide to UST (.5); provide UCC counsel with N75 materials (.4); participate in call with AFI on executive compensation issues (2.3); discuss open points on KEIP-KERP motion with J. Newton and G. Lee (.5); participate in call on executive compensation next steps (.7); participate in call on responding to UCC on open KEIP-KERP terms (.6).	Wishnew, Jordan A.	6.70	4,556.00
14-Jul-2012	Review and revise KEIP/KERP motion papers.	Levitt, Jamie A.	1.00	875.00
14-Jul-2012	Communications with T. Gutfleisch regarding claims by executive for acceleration of deferred compensations and draft summary of executive's position regarding same.	Parella, Sharon A.	6.30	5,355.00
14-Jul-2012	Discussion with S. Parella regarding communications with counsel to one of the top 3 and possible ramifications for the other top 3.	Tanenbaum, James R.	0.40	398.00
14-Jul-2012	Revise A. Janiczek KEIP-KERP supporting declaration (.5); revise KEIP-KERP motion (1.3).	Wishnew, Jordan A.	1.80	1,224.00
15-Jul-2012	Review and revise KEIP/KERP brief and 3 supporting declarations (4.0); correspondence with J. Wishnew regarding same (.5).	Levitt, Jamie A.	4.50	3,937.50
15-Jul-2012	Review declaration in support of employee wages motion for information regarding KEIP/KERP.	Newton, James A.	0.30	133.50
15-Jul-2012	Preparation for Compensation Committee meeting (.3); review of additional Ally emails relating to compensation (1.1); call with T. Marano regarding same (.3); calls with J. Ilany regarding same (.4).	Tanenbaum, James R.	2.10	2,089.50
15-Jul-2012	Review J. Levitt's edits to A. Janiczek declaration (.4); coordinate 7/16 review of declarations (.3); address 409A issue (.2); respond to queries related to tone of motion (.4).	Wishnew, Jordan A.	1.30	884.00
16-Jul-2012	Cite-check KEIP/KERP motion.	Guido, Laura	1.00	280.00
16-Jul-2012	Review and edit KERP motion and declarations in support of same (2.9); emails to and from client regarding TARP related payments (.4).	Lee, Gary S.	3.30	3,217.50
16-Jul-2012	Meetings with declarants regarding revisions to declarations for KEIP/KERP motion (3.0); meetings with J. Wishnew and FTI regarding revisions to KEIP/KERP brief (1.0); review revisions to declarations and Mercer report (1.5).	Levitt, Jamie A.	5.50	4,812.50

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Date	Services	Timekeeper	Hours	Value
16-Jul-2012	Review and revise drafts of motion for KEIP/KERP (2.3); review and revise draft Greenspan Declaration in support of KEIP/KERP (.8); review and revise A. Janiczek declaration in support of KEIP/KERP (.8); review and revise draft of Mercer declaration in support of KEIP/KERP (.7); review Judge Glenn decisions on KEIP/KERP, including Borders (1.2).	Marinuzzi, Lorenzo	5.80	5,017.00
16-Jul-2012	Revise Janiczek declaration (1.7); revise KERP section of KEIP/KERP requesting authority to add participants to program (2.9); research authority and review case law in which debtors added participants to KEIP/KERP during course of the case (3.1); meetings with J. Wishnew regarding KEIP- KERP and related declarations (.3); emails with J. Wishnew, J. Newton and J. Pintarelli regarding KEIP/KERP (.2).	Moss, Naomi	8.20	4,141.00
16-Jul-2012	Prepare for and participate in call with clients and counsels regarding employee issues (1.9); further discussions with counsel to individual employees regarding same (.8); discussions with J. Tanenbaum and T. Marano regarding same (.5).	Nashelsky, Larren M.	3.20	3,120.00
16-Jul-2012	Additional revisions to KEIP and KERP motion (.3); meet with N. Moss (x2) regarding KERP participant issues (.2) and issues related to Janiczek declaration (.1); revise and add to Janiczek Declaration (.6); revisions to Greenspan Declaration (.4).	Newton, James A.	1.60	712.00
16-Jul-2012	Communications with T. Gutfleisch, P. Moore, J. Crossman and J. Tanenbaum regarding potential resolution of executive's claims (1.5); summarize various options for resolution (3.0); research ERISA implications (2.0).	Parella, Sharon A.	6.50	5,525.00
16-Jul-2012	Draft order to KEIP/KERP (1.0); final review KEIP/KERP motion and declarations (1.8).	Pintarelli, John A.	2.80	1,834.00
16-Jul-2012	Review FTI materials relating to KEIP and KERP (1.3); participate in Compensation Committee meeting (.9); call with K&E (.2); calls with J. Crossman regarding same (1.1); calls and email from T. Marano setting forth revised proposal to be received from Ally (.5); discussion with S. Parella concerning revised proposal expected from Ally and approaches to dealing with counsel to various employees and follow-up calls concerning same (1.5); call with A. Janiczek concerning new proposal and process for validating and checking Ally numbers (.4); calls concerning the revised Ally proposal with each director (1.9).	Tanenbaum, James R.	7.80	7,761.00

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Date	Services	Timekeeper	Hours	Value
16-Jul-2012	Review and revise KEIP-KERP motion and supporting declarations (9.5); address executive compensation issues and participate in calls with UCC and client (1.9); participate in compensation committee meeting (.7); discussions with declarants regarding declaration details (1.7); coordinate components of final KEIP-KERP motion (.3); revise proposed form of order (.3).	Wishnew, Jordan A.	14.40	9,792.00
16-Jul-2012	Address executive compensation question from client.	Wishnew, Jordan A.	0.10	68.00
17-Jul-2012	Complete cite-checking of KEIP/KERP motion (.7); prepare notice for same (.3); review and revise table of authorities (.5); prepare, file and coordinate service of same (2.7)	Guido, Laura	4.20	1,176.00
17-Jul-2012	Review and revise motion in support of KEIP-KERP and supporting affidavits.	Lee, Gary S.	1.80	1,755.00
17-Jul-2012	Review revised KEIP/KERP motion papers and declarations (2); calls with declarants regarding KEIP/KERP motion (1.0); meetings and correspondence with team regarding revisions to KEIP/KERP motion papers (.8); review final KEIP/KERP motion papers (.5).	Levitt, Jamie A.	4.30	3,762.50
17-Jul-2012	Review and finalize motion for KEIP/KERP (1.5); finalize Greenspan declaration (.5); Janiczek Declaration (.5); Mercer declaration and report (.6); call with Mercer to review report and clarify points for declaration (.3).	Marinuzzi, Lorenzo	3.40	2,941.00
17-Jul-2012	Revise KEIP/KERP (3.1); revise Dempsey Declaration (9); revise the Greenspan Declaration (.9).	Moss, Naomi	4.90	2,474.50
17-Jul-2012	Communications with T. Gutfleisch and J. Crossman regarding potential resolutions of executive's claims, summarize various options for resolution (3.0); research 409A implications (3.8).	Parella, Sharon A.	6.80	5,780.00
17-Jul-2012	Revise draft KEIP/KERP order.	Pintarelli, John A.	0.50	327.50
17-Jul-2012	Call with T. Marano concerning status of various matters including (.2); follow-up discussions with directors concerning current Ally proposal on compensation and Ally's view concerning the sequencing of events that will include filing a plan (.7); respond to KEIP/KERP questions from S. Fitzgerald (.2); address issue concerning whether Ally is required to obtain Special Master approval for the current proposal (1.3); prepare list of suggestions by revised Ally proposal (1.10); call with A. Janiczek in preparation for the K&E discussion of the revised Ally proposal (.4); call with K&E (.6); actual receipt and review of proposed, revised Ally term sheet and indemnification of open points and issues remaining to be covered (2.6).	Tanenbaum, James R.	7.10	7,064.50
17-Jul-2012	Refine and finalize KEIP-KERP declarations and motion (10.8); revise notice of hearing and KEIP-KERP order (.4).	Wishnew, Jordan A.	11.20	7,616.00

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18-Jul-2012	Discuss research assignment with J. Pintarelli regarding prepayment of employee obligations (.2); preliminary research regarding same (.7).	Crespo, Melissa M.	0.90	342.00
18-Jul-2012	Prepare courtesy copies of KEIP/KERP motion and list of employees covered by the motion for delivery to Chambers.	Guido, Laura	0.50	140.00
18-Jul-2012	Review KEIP-KERP materials sent to UST (.7); discussions with L. Nashelsky regarding same (.2); review term sheet from Ally regarding TARP payments (.3).	Lee, Gary S.	1.20	1,170.00
18-Jul-2012	Review final versions of KEIP/KERP motions (.8); discussions with G. Lee regarding same (.2).	Nashelsky, Larren M.	1.00	975.00
18-Jul-2012	Communications with T. Gutfleisch and consider and summarize various options for resolution of executive's claims (2.0); review additions communications between Ally and ResCap regarding acceleration of Ally's deferred compensation agreements (3.2); P/C J. Crossman regarding same (2.0).	Parella, Sharon A.	7.20	6,120.00
18-Jul-2012	Complete analysis of possible approach to Special Master (.4); meet with directors and follow up with K&E regarding outcome (1.0); further inquiries concerning addressing directly the Special Master on the term sheet (.8); calls with ResCap management concerning issues not resolved in the Ally term sheet and addressing process for addressing their respective employment counsel (1.5); advise concerning follow-up questions from journalists concerning KEIP/KERP motion (.3); call with T. Marano concerning Special Master (.3).	Tanenbaum, James R.	4.30	4,278.50
18-Jul-2012	Calls with A. Janiczek on compensation issues (.3); work with J. Pintarelli on executive compensation documents (.3); prepare emails to UST and UCC with KEIP-KERP lists (.4); follow up with J. Dempsey (.2); assist S. Fitzpatrick with media response (.2); format employee list related to KEIP-KERP (.2).	Wishnew, Jordan A.	1.60	1,088.00
19-Jul-2012	Review materials relating to KEIP and prepare for teleconference regarding section 409A meetings.	Bozzetti, Domnick	0.40	350.00
19-Jul-2012	Distribution of KEIP/KERP objection in monitored chapter 11 case (.1); update binder of KEIP/KERP motion and cited cases (.5).	Guido, Laura	0.60	168.00
19-Jul-2012	Assign tasks regarding TARP related reimbursement to employees and regarding motion to approve post petition payments (1.0); meeting with J. Tannenbaum relating thereto (.4).	Lee, Gary S.	1.40	1,365.00

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Date	Services	Timekeeper	Hours	Value
19-Jul-2012	Communications with T. Gutfleisch and J. Tanenbaum regarding requests by executives to resolve compensations claims (.3); review letters by T. Gutfleisch regarding basis of demands for acceleration (3.9).	Parella, Sharon A.	4.20	3,570.00
19-Jul-2012	Final review of amendments to Schedules and Statements (1.8); revise draft notice of amendments (.4).	Pintarelli, John A.	2.20	1,441.00
19-Jul-2012	Calls with S. Parella concerning attorneys for top 3 officers (.3); meet with J. Wishnew and G. Lee concerning proposed agreement with AFI (.4); call with S. Hessler regarding same(.3); address inquiries from K&E concerning KEIP/KERP (.9).	Tanenbaum, James R.	1.90	1,890.50
19-Jul-2012	Discuss with client scope of employee assumed liabilities (.9); address TARP issues and next steps (1.5); respond to UCC inquiry (.2); call with client on KEIP-KERP details (.3); respond to FTI query related to K&K motion (.4); review UST Dewey incentive objection (.5); draft TARP declaration (.3).	Wishnew, Jordan A.	4.10	2,788.00
20-Jul-2012	Prepare for call regarding incentive plan (.5); call with J. Wishnew regarding terms of proposed incentive plan (.2); call with J. Wishnew, G. Crowley and A. Janiczek regarding same (.7).	Bozzetti, Domnick	1.40	1,225.00
20-Jul-2012	Research related to use of escrow for postpetition obligations (2.7); further research related to treatment of employee obligations as administrative expense (.9); prepare email to J. Pintarelli summarizing same (.5).	Crespo, Melissa M.	4.10	1,558.00
20-Jul-2012	Continue update of binder of KEIP/KERP motion and cited cases.	Guido, Laura	0.70	196.00
20-Jul-2012	Review proposal regarding TARP payments.	Lee, Gary S.	0.70	682.50
20-Jul-2012	Formulate plan for resolution of executive's claims for acceleration of deferred compensation and review payment arrangements and order of Special Master (5.0); communications with T. Gutfleisch regarding same (.7).	Parella, Sharon A.	5.70	4,845.00
20-Jul-2012	Review and comment on compensation term sheet with new schedules.	Tanenbaum, James R.	1.30	1,293.50
20-Jul-2012	Various follow-up meetings and calls with management to discuss call with and response to Ally (3.4); prepare for and attend joint Compensation Committee and Board meeting (2.1).	Tanenbaum, James R.	5.50	5,472.50
20-Jul-2012	Various follow-up meetings and calls with management to discuss call with and response to Ally regarding employee and other issues (3.4); prepare for and attend joint Compensation Committee and Board meeting (2.1).	Wishnew, Jordan A.	4.80	3,264.00
21-Jul-2012	Draft declaration ISO reimbursement.	Wishnew, Jordan A.	0.70	476.00

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Date	Services	Timekeeper	Hours	Value
22-Jul-2012	Review and respond to emails from Client regarding TARP related payments (.9); review and edit term sheet from Ally regarding TARP related obligations (1.2).	Lee, Gary S.	2.10	2,047.50
22-Jul-2012	Correspondence with J. Wishnew regarding reimbursement documents.	Pintarelli, John A.	0.30	196.50
22-Jul-2012	Review unanimous written consent on comp (.2); call with T. Marano regarding same (.2).	Tanenbaum, James R.	0.40	398.00
22-Jul-2012	Review A. Janiczek's email and prepare comments on issues relating to the Paymaster (.9); address question from A. Janiczek relating to timing (.7); discuss revisions to term sheet, including releases with management, J. Wishnew, and G. Lee (.6).	Tanenbaum, James R.	2.20	2,189.00
22-Jul-2012	Correspond with client and AFI on compensation terms (1.1); review and revise term sheet (.8); work with J. Pintarelli on reimbursement documents (.3); coordinate with T. Hamzehpour on term sheet (.2); draft reimbursement declaration (1.2).	Wishnew, Jordan A.	3.60	2,448.00
23-Jul-2012	Review proposal regarding TARP related payments (.4); meeting with J. Tanenbaum regarding TARP payments owed to Debtor employees (.3).	Lee, Gary S.	0.70	682.50
23-Jul-2012	Communications with T. Gutfleisch and J. Tanenbaum regarding compensation issues regarding executives (3.6); review and discuss resolution plan suggested by T. Gutfleisch (1.3).	Parella, Sharon A.	4.90	4,165.00
23-Jul-2012	Continue drafting AFI reimbursement protocol motion (3.5); review draft declaration in support for comments (1.0).	Pintarelli, John A.	4.50	2,947.50
23-Jul-2012	Address top 3 employee issues at the request of A. Janiczek, including responding to Compensation Committee questions and follow up on term sheet (3.6); meeting with G. Lee regarding TARP paymetns owed to Debtor employees (.3).	Tanenbaum, James R.	3.90	3,880.50
23-Jul-2012	Assist with reimbursement motion and draft reimbursement declaration (3.9); correspond with client and AFI counsel on details of term sheet open issues and next steps (4.0).	Wishnew, Jordan A.	7.90	5,372.00
24-Jul-2012	Discuss additional research with J. Pintarelli regarding treatment of outstanding employee obligations (.4); further research and discussion with J. Wishnew regarding same (2.8).	Crespo, Melissa M.	3.20	1,216.00
24-Jul-2012	Analyse TARP payment related issues and potential motion regarding same.	Lee, Gary S.	1.10	1,072.50
24-Jul-2012	Meeting with J. Newton regarding the wind-down KEIP/KERP.	Moss, Naomi	0.20	101.00

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Date	Services	Timekeeper	Hours	Value
24-Jul-2012	Discussions with J. Wishnew regarding motion to approve senior management team compensation.	Nashelsky, Darren M.	0.30	292.50
24-Jul-2012	Meeting with N. Moss regarding wind down KEIP/KERP.	Newton, James A.	0.20	89.00
24-Jul-2012	Draft motion relating to executive compensation reimbursement protocol with AFI (4.3); discussion with M. Crespo regarding research treatment of outstanding employee obligations (.4).	Pintarelli, John A.	4.70	3,078.50
24-Jul-2012	Address issues concerning revised term sheet, Ally's change in position and process to resolve open compensation issues (1.3); discuss and advise Directors on compensation issues (1.0).	Tanenbaum, James R.	2.30	2,288.50
24-Jul-2012	Draft reimbursement declaration (3.0); correspond with client on term sheet details (1.0); revise compensation term sheet and distribute (1.1); revise reimbursement motion (1.3); call with UCC counsel on KEIP-KERP details and advise client (.4).	Wishnew, Jordan A.	6.80	4,624.00
25-Jul-2012	Research related to administrative expenses under section 503(b)(1)(A) and summary of cases related to same (2.3); research related to use of escrow for adequate assurance (1.5).	Crespo, Melissa M.	3.80	1,444.00
25-Jul-2012	Call with N. Moss regarding KEIP/KERP motion follow-up.	Newton, James A.	0.30	133.50
25-Jul-2012	Communications with T. Gutfleisch regarding deferred compensations issues and review proposed resolution and comment.	Parella, Sharon A.	4.20	3,570.00
25-Jul-2012	Continue drafting AFI reimbursement protocol motion (4.5); comment on draft declaration in support (1.1); continue drafting AFI reimbursement protocol motion (1.1); additional research related to post-petition escrow agreements for admin expense obligations (1.3); review cases on admin expenses related to deferred compensation (1.0).	Pintarelli, John A.	9.00	5,895.00
25-Jul-2012	Calls with officers of ResCap, K&E and ResCap directors concerning the latest Ally proposal and independent directors response to Ally CEO (1.2); prepare for Compensation Committee meeting (.6); review latest term sheet including follow-up with J. Wishnew (.9).	Tanenbaum, James R.	2.70	2,686.50
25-Jul-2012	Call with A. Janiczek compensation issues (.2); call with K&E regarding compensation issues (.5); revise reimbursement motion and declaration (1.5); prepare with G. Lee for KEIP/KERP hearing (.2); review updated AFI term sheet (.4); address follow up issues with J. Tanenbaum (.2).	Wishnew, Jordan A.	3.00	2,040.00

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Date	Services	Timekeeper	Hours	Value
26-Jul-2012	Further research regarding treatment of administrative expenses under 503 (b) (2.1) and prepare summary of same.	Crespo, Melissa M.	2.80	1,064.00
26-Jul-2012	Discuss hearing on KEIP/KERP with J. Wishnew (.1); KEIP/KERP emails and discuss with G. Lee regarding KEIP/KERP (.4); call with Chambers regarding KEIP/KERP hearing and draft summary email regarding same to G. Lee (.3); calls with Chambers regarding KEIP/KERP and the 7/26/2012 telephonic conference with Judge Glenn (.2).	Moss, Naomi	1.00	505.00
26-Jul-2012	Review and discuss further revisions to draft term sheet and open issues with A. Janiczek, T. Marano, J. Wishnew.	Tanenbaum, James R.	2.30	2,288.50
26-Jul-2012	Calls with client on revised term sheet (.8); revise same and discuss with AFI (.8); revise reimbursement motion and declaration and address with G. Lee (3.0); discuss estate planning with client (.4); draft plan documents (.2); respond to UCC on KEIP/KERP query (.2).	Wishnew, Jordan A.	5.40	3,672.00
27-Jul-2012	Attend meeting of ResCap Compensation Committee regarding TARP related matters.	Lee, Gary S.	0.40	390.00
27-Jul-2012	Review transcript from Dewey hearing on KEIP/KERP (.6); correspondence to/from J. Wishnew and G. Lee regarding lessons learned from Dewey hearing (4); review supporting papers for KEIP/KERP and additional materials to be delivered by FTI (.8).	Marinuzzi, Lorenzo	1.80	1,557.00
27-Jul-2012	Emails with L. Marinuzzi and J. Wishnew regarding the KERP/KEIP (.1); review hearing transcript from Dewey case concerning KEIP/KERP issues (1.0); meet with J. Wishnew and discuss information to provide as part of a supplemental declaration in support of the KEIP/KERP (.4); discuss research of relevant SDNY KERP/KEIP case law with J. Arett (.2); call with chambers regarding the status of the KEIP/KERP motion (.2).	Moss, Naomi	1.90	959.50
27-Jul-2012	Edit AFI reimbursement protocol motion to update TARP related provisions (2.3); review M. Crespo research on issues related to motion (1.2).	Pintarelli, John A.	3.50	2,292.50
27-Jul-2012	Address further revisions to term sheet and questions on the schedules (1.6); calls to ResCap and K&E regarding compensation questions and matters to be resolved (2.4).	Tanenbaum, James R.	4.00	3,980.00
27-Jul-2012	Prepare and participate in compensation committee meeting (.9); revise reimbursement motion (1.3); review recent transcripts, articles on KEIP/KERP (.3); prepare for K-K hearing (.4); call with client and AFI counsel on reimbursement (1.0); coordinate call with UST on KEIP-KERP (.2); follow up with S., Parella on release issue (.2).	Wishnew, Jordan A.	4.30	2,924.00

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Date	Services	Timekeeper	Hours	Value
28-Jul-2012	Meeting with J. WisheW regarding Keip-Kerp and preparation of materials for UST (.3); review transcripts from KEIP-KERP hearings and UST trustee objections (2.2); prepare materials for OCC regarding post-petition executive compensation (.9).	Lee, Gary S.	3.40	3,315.00
28-Jul-2012	Respond to K&E and address likely questions of Paymaster on KEIP/KERP.	Tanenbaum, James R.	1.10	1,094.50
28-Jul-2012	Coordinate with G. Lee and reach out to UCC on reimbursement (1.0); follow up with UST on KEIP-KERP comments (.1); coordinate AFI discussion with client (.1); coordinate with FTI on responding to possible UST diligence points (.2).	Wishnew, Jordan A.	1.40	952.00
29-Jul-2012	Review term sheet and email J. Wishnew regarding release issues.	Parella, Sharon A.	1.00	850.00
29-Jul-2012	Review AFI edits to KEIP-KERP order (.1); correspond with S. Parella on releases (.1); review recent incentive/retention transcripts and review KEIP-KERP details (2.0); call with UCC on executive compensation reimbursement (.8); address follow up issues with G. Lee (.2).	Wishnew, Jordan A.	3.20	2,176.00
30-Jul-2012	Correspondence with Cleary regarding document production issues and KEIP (.5); review issues regarding same with G. Lee and J. Levitt (.3).	Goren, Todd M.	0.80	580.00
30-Jul-2012	Prepare notice of 8/2 telephonic status conference on KEIP/KERP motion.	Guido, Laura	0.30	84.00
30-Jul-2012	Call with L. Riffkin regarding Special Master and TARP (.2); call with B. Masamoto regarding KEIP-KERP motion (.2); review and edit materials for UST regarding KEIP-KERP motion (.8); work on materials for Committee regarding TARP related compensation payments (.8).	Lee, Gary S.	2.00	1,950.00
30-Jul-2012	Review materials from FTI on KEIP/KERP regarding amounts and breakdown of payments vs. comp (.9); correspondence to/from J. Wishnew and FTI regarding KEIP/KERP plan (.8).	Marinuzzi, Lorenzo	1.70	1,470.50
30-Jul-2012	Revise notice of telephonic hearing for KEIP/KERP (.3); discuss KEIP/KERP supplemental information with J. Wishnew (.2); work on spreadsheets (1.9); draft and send email to the UST regarding the KEIP/KERP telephonic conference(.2); review information contained on spreadsheets from FTI regarding the KEIP/KERP (1.1); discuss 9019 Scheduling Order and KEIP/KERP motion with Chambers (.2); draft email to UST regarding supplemental information for KEIP/KERP (.2).	Moss, Naomi	4.10	2,070.50
30-Jul-2012	Call with J. Wishnew regarding releases for individual executives.	Parella, Sharon A.	0.20	170.00

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Date	Services	Timekeeper	Hours	Value
30-Jul-2012	Prepare for and participate in, call with Ally, K&E, ResCap and MoFo dealing with open issues on employee compensation settlements.	Tanenbaum, James R.	2.00	1,990.00
30-Jul-2012	Calls with A. Janiczek on KEIP-KERP and reimbursement details (.9); respond to creditor K-K queries (.6); review KEIP-KERP order (.3); call with AFI on reimbursement (1.0); correspond with UST on KEIP-KERP (.3); provide UST with KEIP-KERP materials for analysis (.8); coordinate with FTI on updating summary materials (.3); follow up with J. Tanenbaum and S. Parella on reimbursement details (.4); discussion with J. Dempsey on UST feedback (.2); prepare script for 8/8 hearing (.6); revise reimbursement motion and declaration (.7); prepare correspondence to UCC on top 3 compensation (.5); coordinate witness preparation for 8/8 hearing (.3).	Wishnew, Jordan A.	6.90	4,692.00
31-Jul-2012	Call with J. Levitt re: KERP/KEIP hearing (1.0); review materials in connection with the same (5.0); prepare summary of cross/rebuttal points (4.0).	DeArcy, LaShann M.	10.00	6,850.00
31-Jul-2012	Assign tasks regarding preparation for Evidentiary Hearing on KEIP-KERP(1.8); review and edit Motion to Approve Reimbursement for Post Petition TARP Related Payments to Employees (2.8).	Lee, Gary S.	4.60	4,485.00
31-Jul-2012	Review KEIP/KERP motion papers and declarations (1.0); meeting with L. DeArcy, G. Lee and L. Marinuzzi regarding supplemental declarations and witness preparation for US Trustee objection and hearing (1.0); review transcripts and decisions from other relevant KEIP/KERP motions (3.0).	Levitt, Jamie A.	5.00	4,375.00
31-Jul-2012	Review and revise draft motion and supporting papers for "top 3" reimbursement.	Marinuzzi, Lorenzo	1.10	951.50
31-Jul-2012	Discuss AFI reimbursement motion with G. Lee (.3); draft revisions to motion (2.2); draft conforming changes to declaration (1.7); review communications related to potential objections to KEIP/KERP motion (.4).	Pintarelli, John A.	4.60	3,013.00
31-Jul-2012	Calls relating to proposed releases from employees and status of open term sheet items (.5); prepare update for compensation committee (.4); review letters from various counsel to executives in preparation for discussion on releases (.5); review and comment on disclosure concerning KEIP/KERP (.4).	Tanenbaum, James R.	1.80	1,791.00

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Date	Services	Timekeeper	Hours	Value
31-Jul-2012	Correspond with parties in interest about 8/2 conference (.3); follow up with FTI on KEIP-KERP details (.9); revise KEIP-KERP order and provide to AFI (.5); coordinate KEIP-KERP witness preparation (.6); revise reimbursement motion (.7); follow up on fee issue with J. Tanenbaum (.1); review market compensation benchmarks with A. Janiczek (.3); prepare KEIP-KERP script (2.5); client calls on open employee and compensation issues (.3); review SDNY KEIP transcripts (1.0); call with UCC counsel (.2); address KEIP/KERP factual issues (.7).	Wishnew, Jordan A.	8.10	5,508.00
Total: 024	Employee Matters		588.50	460,108.00
Discovery or Rule 2004 Requests				
01-Jul-2012	Document production update Concordance production database and discussion with J. Wishnew relating thereto.	Bergelson, Vadim	1.10	313.50
01-Jul-2012	Call with Ally counsel regarding deposition issues regarding Ally Servicing (.1); review and study of materials to prepare for witness preparation, depositions and hearing (4.5); drafting of witness statements (5.5); call with B. O'Neil regarding deposition scheduling (.1).	Engelhardt, Stefan W.	10.20	8,670.00
01-Jul-2012	Work with V. Bergelson on producing material in response to UCC KEIP-KERP data request (.3); coordinate production of documents to AFI counsel (.2); review correspondence from Aurelius (.1).	Wishnew, Jordan A.	0.60	408.00
02-Jul-2012	Call with D. Clark regarding 2004 production inquiries and correspondence.	Beck, Melissa D.	0.20	133.00
02-Jul-2012	Document production, update Concordance production database and discussions with legal team relating thereto.	Bergelson, Vadim	4.20	1,197.00
02-Jul-2012	Review and analysis of documents for UCC production regarding Confidentiality Agreements (2.2); emails with J. Cancelliere regarding client data and UCC production (.3); emails with A. Princi, J. Levitt, and G. Lee regarding 9019 motion schedule (.5); emails with M. Al-Najjab and V. Bergelson regarding UCC production and Intralinks data room (.4); emails with and address inquiries from J. Levitt regarding UCC production, strategy, and outstanding tasks (.8); emails with and address inquiries from M. Beck regarding 2004 production (.3); call with M. Beck regarding 2004 production (.2).	Clark, Daniel E.	4.70	2,796.50
02-Jul-2012	Review documents for production in connection with extend stay motion and discuss and correspondence with J. Rothberg and J. Brown regarding extend stay document production (1.0); discussions and correspondence with J. Rothberg regarding privileged documents (.2).	Haims, Joel C.	1.20	1,020.00

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Date	Services	Timekeeper	Hours	Value
29-Aug-2012	Circulate notice of ECF filings to attorneys (.1); update case calendar (1.0) and hearing status and assignment chart (.2).	Guido, Laura	1.30	364.00
29-Aug-2012	Review letter from Citibank regarding case status and meeting.	Lee, Gary S.	0.10	97.50
29-Aug-2012	Discussions with A. Woolverton (chambers) regarding de minimis assets order and the bar date order.	Moss, Naomi	0.40	202.00
30-Aug-2012	Circulate notice of ECF filings to attorneys.	Guido, Laura	0.10	28.00
30-Aug-2012	Assist S. Molison with retention question (.1); assist client with mechanics of fee process (.5).	Wishnew, Jordan A.	0.60	408.00
31-Aug-2012	Review calendar and weekly update circulated by S. Martin.	Barrage, Alexandra S.	0.20	139.00
31-Aug-2012	Meet with clerk in Judge Glenn's chambers (.1); deliver courtesy copies (.1).	Chow, York	0.20	34.00
31-Aug-2012	Review KEIP decision (.6); review recently filed orders (.3); review case calendar (.1); prepare email to ResCap management regarding case status, upcoming meetings and hearings (1.2); correspond with T. Goren, J. Wishnew, N. Moss regarding same (.1).	Martin, Samantha	2.30	1,368.50
31-Aug-2012	Update memorandum concerning case status.	Moss, Naomi	0.30	151.50
31-Aug-2012	Call with J. Ilany regarding board updates relating to the Examiner and compensation matters.	Tanenbaum, James R.	0.40	398.00
31-Aug-2012	Assist with weekly case status message to client (.2); work with E. Richards on interim fee procedures (.3).	Wishnew, Jordan A.	0.50	340.00
Total: 004	Case Administration		89.40	59,244.00
Claims Administration and Objection				
01-Aug-2012	Revise proposed bar date order (.5); call with KCC regarding revised proof of claim form (.1) and review same (.3).	Crespo, Melissa M.	0.90	342.00
03-Aug-2012	Revise bar date order.	Crespo, Melissa M.	0.60	228.00
05-Aug-2012	Review Committee comments to bar date motion and order (.8) and discuss same with L. Marinuzzi (.2); revise bar date motion and proposed order (.9); review draft 1102(b) motion (1.2) and comment on same (.9).	Crespo, Melissa M.	4.00	1,520.00
06-Aug-2012	Review and revise claims bar date application and proposed order for M. Crespo (1.2); prepare draft Notice of Hearing on same (.6); discuss motion with M. Crespo (.1); prepare filing of same (.1); arrange for service of same (.1).	Kline, John T.	2.10	619.50
06-Aug-2012	Review and revise bar date motion and discuss with M. Crespo for filing.	Marinuzzi, Lorenzo	0.60	519.00
07-Aug-2012	Prepare claims bar date motion for delivery to Chambers.	Guido, Laura	0.10	28.00

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Date	Services	Timekeeper	Hours	Value
31-Aug-2012	Begin preparing issues outline and exhibit list for September 11th hearing on FHFA's motion to lift stay.	Viggiani, Katie L.	2.50	1,262.50
Total: 012	Relief from Stay Proceedings		746.10	447,289.50
Hearings				
01-Aug-2012	Prepare, file and coordinate service of notice of omnibus hearing dates (.3); update 8/8 hearing binders for chambers (1.6).	Guido, Laura	1.90	532.00
01-Aug-2012	Telephonic hearing regarding status of discovery with respect to Ally servicing motion.	Richards, Erica J.	1.40	833.00
02-Aug-2012	Prepare supplemental 8/8 hearing materials binder for chambers (.5); draft 8/8 (.4) and 8/9 (.4) hearing agendas.	Guido, Laura	1.30	364.00
03-Aug-2012	Review and revise 8/8 (.2) and 8/9 (.2) hearing agendas for distribution; draft 8/14 hearing agenda (2.7).	Guido, Laura	3.10	868.00
03-Aug-2012	Review and revise draft agendas for 8/8 and 8/9 hearings.	Richards, Erica J.	0.90	535.50
06-Aug-2012	Review and revise 8/8 hearing agenda (.3); update 8/9 hearing agenda (.2); prepare CourtCall notices for 8/8 and 8/9 hearings (.2); prepare for evidentiary hearing on KEIP/KERP (1.1); prepare, file and coordinate service of 8/8 hearing agenda (.4) and CourtCall notice (.1); prepare 8/14 hearing binders for Chambers (3.8).	Guido, Laura	6.10	1,708.00
06-Aug-2012	Prepare for August 14 hearing (.4); call with G. Sasson, clerk, regarding the BABC retention application and the Ally Subservicing motion (.2); discuss preparing for KEIP/KERP hearing with L. Guido, J. Wishnew, G. Lee and J. Levitt (.5).	Moss, Naomi	1.10	555.50
06-Aug-2012	Draft scripts for KEIP/KERP hearing.	Pintarelli, John A.	11.50	7,532.50
06-Aug-2012	Further review and revise agendas for 8/8 and 8/9 hearings.	Richards, Erica J.	0.90	535.50
07-Aug-2012	Prepare hearing binder for J. Levitt.	Grossman, Ruby R.	3.70	943.50
07-Aug-2012	Review and revise August 14 hearing materials binders for Chambers (1.0); prepare additional August 8 hearing materials (1.7); prepare, file and coordinate service of amended August 8 agenda (.2); prepare August 8 and August 14 hearing materials for delivery to chambers (.3); update August 9 agenda (.2); prepare August 9 hearing materials (2.0); updated August 14 agenda (1.0); prepare, file and coordinate service of 8/9 hearing agenda and CourtCall notice (.3); prepare list of exhibits referenced in KEIP/KERP motion in preparation for evidentiary hearing (.5); prepare additional documents for same (1.0); prepare, file and coordinate service of exhibit list (1.0).	Guido, Laura	9.20	2,576.00
07-Aug-2012	Prepare script for August 8 hearing (1.0); prepare documents for hearing (.3).	Martin, Samantha	1.30	773.50

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Date	Services	Timekeeper	Hours	Value
07-Aug-2012	Finalize scripts for KEIP/KERP hearing.	Pintarelli, John A.	9.20	6,026.00
07-Aug-2012	Meet with J. Wishnew and N. Moss regarding preparations for 8/8 and 8/9 hearings (.3); meet with M. Crespo regarding same (.2).	Richards, Erica J.	0.50	297.50
08-Aug-2012	Prepare for hearing (2.7); attend hearing (2.1).	Crespo, Melissa M.	4.90	1,862.00
08-Aug-2012	Prepare for (3.4) and attend (2.2) KEIP/KERP hearing.	DeArcy, LaShann M.	6.00	4,110.00
08-Aug-2012	Revise, file and coordinate service of amended agendas for 8/8 and 8/9 hearings (.5); update hearing materials for same (2.0); prepare supplemental 8/14 hearing materials binders for Chambers (2.0); prepare, file and coordinate service of second amended 8/9 agenda (.1); prepare materials for 8/16 status conference on Ally servicing motion (1.5).	Guido, Laura	6.10	1,708.00
08-Aug-2012	Review and comment on draft agenda (.2); meet with J. Wishnew regarding same (.1); discussions with J. Newton regarding same (.3); emails with N. Rosenbaum, J. Newton, N. Moss, E. Richards, and L. Guido regarding same (.2).	Klein, Aaron M.	0.80	524.00
08-Aug-2012	Attend and present at court hearing on KEIP-KERP evidentiary hearing and subservicing status conference.	Lee, Gary S.	2.10	2,047.50
08-Aug-2012	Attend KEIP/KERP hearing (4.0); conferences with clients and counsel regarding KEIP/KERP hearing issues (1.0).	Levitt, Jamie A.	5.00	4,375.00
08-Aug-2012	Attend hearing on KEIP/KERP (3.1); prepare for KEIP/KERP hearing, review US Trustee stated concerns and answers in A. Janiczek declarations (.5).	Marinuzzi, Lorenzo	3.60	3,114.00
08-Aug-2012	Prepare for (1.2) and attend hearing (2.0).	Martin, Samantha	3.20	1,904.00
08-Aug-2012	Attend KEIP/KERP hearing.	Pintarelli, John A.	2.50	1,637.50
08-Aug-2012	Assist with preparations for 8/8 hearing.	Richards, Erica J.	0.60	357.00
08-Aug-2012	Attend hearing relating to KEIP/KERP motions and address follow-up.	Tanenbaum, James R.	2.50	2,487.50
09-Aug-2012	Review 8/14 supplemental hearing materials and 8/16 status conference materials and prepare same for delivery to Chambers (.8); update 8/14 hearing agenda (.3).	Guido, Laura	1.10	308.00
09-Aug-2012	Review August 8 hearing transcript.	Klein, Aaron M.	0.40	262.00
09-Aug-2012	Prepare for hearing on BABC, KPMG et al, review and revise Court presentation (1.3); participate in hearing on BABC and KPMG retention (1.4); prepare status update for client on hearing results (.6).	Marinuzzi, Lorenzo	3.30	2,854.50
09-Aug-2012	Review notice of cancellation of evidentiary hearing on Ally servicing motion and e-mails with MoFo team regarding same.	Richards, Erica J.	0.20	119.00

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Date	Services	Timekeeper	Hours	Value
27-Aug-2012	Call with A. Princi and D. Rains regarding 9019 witnesses and strategy issues.	Levitt, Jamie A.	0.70	612.50
27-Aug-2012	Email exchange with trustees' counsel regarding notice to certificate holders re 9019 motion (.3); call with D. Rains and J. Levitt regarding testimony of expert witnesses for 9019 motion (.5); email exchange with trustees' counsel regarding form of proof of claim (.4); email exchange with M&F team regarding same (.2); email exchange M&F team regarding status of negotiations regarding servicing agreement amendments (.3).	Princi, Anthony	1.70	1,657.50
27-Aug-2012	Call with A. Princi and J. Levitt regarding RMBS settlement strategy (.5); preparation of outline for Lipps declaration (.3); call with J. Battle regarding Lipps declaration (1.2); call with G. Lee, A. Princi and J. Levitt regarding RMBS strategy (1.0); preparation of witness declarations for experts (2.5); preparation of trial outline and evidence for trial (1.5); review damages declarations (1.0).	Rains, Darryl P.	8.00	7,800.00
28-Aug-2012	Meeting with A. Princi regarding loss provisions and allocation amounts under settlement agreement (.4); review revised settlement agreement and related allocation formula (.6).	Beck, Melissa D.	1.00	665.00
28-Aug-2012	Review Committee application to retain expert RMBS witness (.5) review and respond to emails regarding MBIA meet and confer (.6); call with counsel to Wilmington Trust regarding RMBS settlement (.3).	Lee, Gary S.	1.40	1,365.00
28-Aug-2012	Call with MBIA's counsel and J. Levitt and D. Clark regarding issues with MBIA's discovery requests (.6); review and analyze court decision regarding KEIP motion (1.0); call with G. Lee and D. Rains regarding potential impact of court's decision on KEIP motion (.8); review and analyze Wilmington Trust's motion and supporting papers to revise 9019 scheduling order (2.4); call with G. Lee and D. Rains regarding issues with Wilmington's motion and preparation of response to motion (.7); meeting with M. Beck regarding formula for allocation of proceeds under RMBS Settlement Agreement (1.2).	Princi, Anthony	6.70	6,532.50
28-Aug-2012	Call with J. Battle and J. Lipps regarding supplemental declaration (.8); call with A. Princi and G. Lee regarding objection to schedule motion (.5); review motion for schedule change and prepare objection (1.6); conference calls regarding objection to schedule motion (.7).	Rains, Darryl P.	3.60	3,510.00
29-Aug-2012	Discuss allocation amounts under settlement agreement with D. Clark (.3); e-mail communications with broader working group regarding same (.2).	Beck, Melissa D.	0.50	332.50
29-Aug-2012	Meet with M. Beck regarding HoldCo election.	Clark, Daniel E.	0.50	297.50

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Date	Services	Timekeeper	Hours	Value
30-Aug-2012	Review correspondence from Aurelius regarding stock compensation to ResCap officers (.4); prepare response, review public filings and disclosures made in BK regarding stock compensation (.7).	Marinuzzi, Lorenzo	1.10	951.50
30-Aug-2012	Call with Product Opportunity Fund representative regarding filing a claim in the case.	Moss, Naomi	0.30	151.50
31-Aug-2012	Review correspondence from creditors.	Moss, Naomi	0.40	202.00
31-Aug-2012	E-mail correspondence with creditors regarding submission of proofs of claim.	Richards, Erica J.	0.30	178.50
Total: 022	Communication with Creditors		34.10	26,849.00
Employee Matters				
01-Aug-2012	Draft witness prep outline for A. Janiczek (4.0); review background materials in connection with KEIP/KERP hearing (1.0); meeting with J. Levitt and J. Wishnew regarding same (2.0).	DeArcy, LaShann M.	7.00	4,795.00
01-Aug-2012	Prepare draft reply regarding trustee's objection to KERP motion for J. Pintarelli (1.2); prepare draft J. Dempsey declaration in support (.4); prepare draft R. Greenspan declaration in support (.4); prepare draft A. Janiczek declaration in support (.4).	Kline, John T.	2.40	708.00
01-Aug-2012	Assign projects regarding preparation for KEIP-KERP reply and evidentiary hearing (1.2); call with client regarding preparation for KEIP-KERP hearing (.5); review AFI disclosure regarding TARP payments and modification of KEIP-KERP Order (.5); prepare supplemental disclosure materials regarding KEIP-KERP motion (.8); emails to and from J. Wishnew and discussion with N. Moss regarding amendments to KEIP-KERP program (.2).	Lee, Gary S.	3.20	3,120.00
01-Aug-2012	Review and revise KEIP/KERP motion papers and declarations (2.0); meeting with team regarding US Trustee objection (.5); review US Trustee objection (1.0).	Levitt, Jamie A.	3.50	3,062.50

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Date	Services	Timekeeper	Hours	Value
01-Aug-2012	Call with B. Masumoto and M. Driscoll regarding UST's objection to KEIP/KERP (.2); call with M. Driscoll regarding same (.1); discuss UST's request for an extension of time to object to KEIP/KERP with J. Wishnew and G. Lee (.2); discuss supplemental Dempsey Declaration with J. Wishnew (.2); draft supplemental Janiczek declaration exhibit (2.4); discuss supplemental Dempsey declaration and KEIP/KERP reply with L. Marinuzzi (.2); prepare summary of employee salaries vs. potential bonus award under KEIP/KERP for chambers (1.2); discuss preparation for KEIP/KERP hearing with J. Levitt (.2); participate in call with J. Wishnew, G. Lee, L. Marinuzzi, J. Newton, J. Levitt, J. Dempsey, A. Janizeck, and R. Greenspan regarding preparing supplemental declarations in support of KEIP/KERP (.5); prepare employee lists to be filed in connection with KEIP/KERP motion (1.8).	Moss, Naomi	7.00	3,535.00
01-Aug-2012	Call with Client and professionals on plan for responding to UST objection to KEIP/KERP.	Newton, James A.	0.50	222.50
01-Aug-2012	Review prior objections filed by US Trustee to incentive plans (4.5); begin drafting outline of response (2.0).	Pintarelli, John A.	6.50	4,257.50
01-Aug-2012	Meet with J. Wishnew and S. Parella regarding employee incentive issues (.6); calls with outside directors on employment matters (1.3); emails with S. Hersler (.4); review and prepare comments on Ally statement on KEIP/KERP of ResCap (2.2); call with T. Marano on status and possible outcomes and follow-up (.4).	Tanenbaum, James R.	4.90	4,875.50
01-Aug-2012	Coordinate KEIP-KERP reply preparation (.4); prepare for 8/8 hearing (6.0); address AFI term sheet provisions with S. Parella and follow up with AFI (.3); review AFI disclosure, provide amounts and discuss with A. Janiczek (1.4); address follow up points for supplemental declarations (1.4); assist N. Moss with employee information disclosures (.5); provide disclosure to UCC regarding reimbursement (.3); call with client and professionals on 8/6 preparation (.5); call with UCC counsel on employee matter (.3).	Wishnew, Jordan A.	11.10	7,548.00
02-Aug-2012	Revise and edit witness preparation outlines to incorporate potential responses regarding KEIP/KERP (7.0); draft A. Janiczek and J. Dempsey witness preparation outline (5.5); meet with J. Levitt regarding comments to outlines (1.5).	DeArcy, LaShann M.	14.00	9,590.00
02-Aug-2012	Prepare, file and coordinate service of amended notice of call on KEIP/KERP motion (.3); upload mortgage loan data tapes to internal database (.4); update citations in Janiczek declaration in support of Debtors' reimbursement motion (.4).	Guido, Laura	1.10	308.00

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Date	Services	Timekeeper	Hours	Value
02-Aug-2012	Call with ResCap Compensation Committee regarding KEIP-KERP Plan (.5); meet with T. Marano and K. Eckstein regarding TARP related matters (.5); review UST objection to KEIP-KERP (1.9); analysis of response to UST objection, supporting affidavits and response to questions raised by Judge Glenn regarding TARP (3.8); client call with Mercer and FTI regarding UST objection (.7); court call with Judge Glenn and team regarding KEIP-KERP hearing (.7).	Lee, Gary S.	8.10	7,897.50
02-Aug-2012	Review US Trustee objection to KEIP/KERP motion (1.2); attend court meeting regarding KEIP/KERP hearing (.8); conference with client regarding additional materials for KEIP/KERP declarations (.2); call with Compensation Committee regarding KEIP motion and declaration (.3); analysis of KEIP witness cross preparation outlines (4); review transcripts and decisions from relevant KEIP hearings (2.0).	Levitt, Jamie A.	8.50	7,437.50
02-Aug-2012	Review and analyze trustee objection to KEIP and KERP motion and discussion with L. Marinuzzi regarding same (1.0).	Marines, Jennifer L.	1.00	655.00
02-Aug-2012	Review and analyze US Trustee objection to KEIP/KERP (1.4); coordinate with KEIP/KERP team preparation of response and supplemental declarations (1.3); calls with D. Coulton and A. Janiczek regarding analysis of comp for KEIP/KERP participants (1.1); review materials provided by HR on compensation and KEIP/KERP metrics with team (1.3); participate in telephonic status conference with Court on KEIP/KERP (.8); preparation with G. Lee for telephonic status conference with Court (.7); call with B. Masumoto and J. Marines regarding KEIP/KERP objection (.5); review with J. Pintarelli framework for KEIP/KERP response (.8).	Marinuzzi, Lorenzo	7.90	6,833.50
02-Aug-2012	Discuss next steps with J. Levitt and L. Marinuzzi following telephonic conference with Judge Glenn regarding the KEIP/KERP (.8); discuss reply to UST's objection to the KEIP/KERP with G. Lee, J. Levitt and J. Wishnew (1.1); discuss Dempsey supplemental reply with J. Wishnew (.2); draft Dempsey supplemental declaration (2.4); multiple calls with A. Woolverton (Chambers) regarding the Ally statement (.4); participate in calls with D. Coulton regarding compensation information for KEIP/KERP participants (.5); participate in conference call with J. Wishnew, L. Marinuzzi, G. Lee, J. Dempsey (Mercer), R. Greenspan (FTI) and A. Janiczek regarding the KEIP/KERP (.5); participate in call with J. Wishnew to J. Dempsey (Mercer) regarding the UST objection to the KEIP/KERP (.5); participate in telephonic conference with the Court regarding the KEIP/KERP (.8); review UST's objection to the KEIP/KERP (.5).	Moss, Naomi	7.70	3,888.50

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Date	Services	Timekeeper	Hours	Value
02-Aug-2012	Review UST objection to KEIP/KERP motion and prepare notes (.6); call with Client HR team and experts regarding objections (.7); meet with L. Marinuzzi regarding Consent Order inquiries from UCC (.3); call with G. Lee, L. Marinuzzi, J. Levitt, J. Wishnew, N. Moss, Client HR team, and professionals regarding strategy for KEIP/KERP going forward (1.2) call with M. Laber and R. Greenspan (FTI) and J. Pensabene (ResCap) regarding reply to KEIP/KERP (.6); additional revisions to PwC 363 motion (.8); call with M. Laber regarding Greenspan supplemental declaration (.3); meet with J. Wishnew regarding FTI question regarding KEIP/KERP (.1).	Newton, James A.	4.60	2,047.00
02-Aug-2012	Analyze US Trustee objection to incentive plan (.8); research arguments against the US Trustee's position (3.5); draft reply brief (11.5).	Pintarelli, John A.	15.80	10,349.00
02-Aug-2012	Review of press on U.S. Trustee's opposition to KEIP/KERP (.6); review of U.S. Trustee's position in other case on incentive issues (1.8); calls with three outside directors on compensation and employment matters (1.1); calls relating to release being proposed by Ally to T. Marano and S. Abreu and follow-up (.7); address issue of affidavit from Compensation Committee member arising out of 8/2 status conference (.9).	Tanenbaum, James R.	5.10	5,074.50
02-Aug-2012	Revise reimbursement motion and declaration (1.1); work with client on AFI payment schedule (1.3); review supplemental declaration for redacted exhibit (.1); address reimbursement with UCC (2.0); status meeting with Court (.8); address disclosure issues raised during meeting with team (.4); call with compensation committee on KEIP objection (.5); coordinate reply with client and advisors (.5); call with A. Janiczek on supporting declarations (1.2); review UST KEIP/KERP objection, summarize key substantive points (1.2); call with B. Masumoto on compensation details (.4); draft compensation committee declaration and client decks in support of KEIP/KERP reply (4.8); assist with witness preparation (.5).	Wishnew, Jordan A.	14.80	10,064.00
03-Aug-2012	Revise and edit witness prep outlines in connection with KEIP/KERP (3.0); review background materials in connection with the same (8.0).	DeArcy, LaShann M.	11.00	7,535.00
03-Aug-2012	Analysis of response to UST KEIP-KERP objection and Judge Glenn's TARP related questions (1.7); call with Compensation Committee regarding KEIP-KERP (.5).	Lee, Gary S.	2.20	2,145.00
03-Aug-2012	Review and revise supplemental KEIP/KERP declarations (3.5); review and revise Compensation Committee KEIP/KERP declaration (.5); call with Compensation Committee regarding KEIP/KERP hearing and declaration (.5); review of KEIP/KERP witness cross examination preparation outlines (5.0).	Levitt, Jamie A.	9.50	8,312.50

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Date	Services	Timekeeper	Hours	Value
03-Aug-2012	Review A. Janiczek draft declaration and spreadsheet for KEIP/KERP response (1.1); review draft Greenspan declaration on KEIP/KERP (.7); review with J. Pintarelli response for KEIP/KERP objection (.4); call with KEIP/KERP declarants J. Newton and N. Moss to determine next steps and testimony (.6); review draft Mercer declaration and circulate comments (.5).	Marinuzzi, Lorenzo	3.30	2,854.50
03-Aug-2012	Draft supplemental Dempsey declaration (2.1); revisions relating thereto (1.1).	Moss, Naomi	3.20	1,616.00
03-Aug-2012	Discussion with L. Marinuzzi and N. Moss regarding KEIP/KERP plan structures (.6); meet with KEIP/KERP team to discuss status and game plan (.3); prepare draft Greenspan supplemental declaration (3.6); review emails from M. Laber (FTI) regarding same (.3).	Newton, James A.	4.80	2,136.00
03-Aug-2012	Review draft declarations in support of KEIP/KERP brief (2.2); draft reply brief (12.2).	Pintarelli, John A.	14.40	9,432.00
03-Aug-2012	Call with J. Ilany to discuss possible responses to Ally from the Board regarding compensation issues (.7); emails with J. Mack (.3); prepare guidance for board on sub-servicing and compensation questions to be addressed before next board meeting (.8); discussion with S. Parella on limited progress on release and ways MoFo could be helpful in resolving open issues between Ally and ResCap senior officers (.7); call with A. Janiczek regarding same (.6); follow-up with A. Janiczek regarding same (.8); meet with T. Marano regarding executive compensation questions (.3); prepare for Compensation Committee meeting on Tuesday (.6); call with K&E (.3).	Tanenbaum, James R.	5.10	5,074.50
03-Aug-2012	Calls with client on declaration details (1.2); draft and revise KEIP-KERP declarations and reply (1.0); discuss provisions of AFI term sheet (.3).	Wishnew, Jordan A.	12.50	8,500.00
04-Aug-2012	Analysis of Janiczek Declaration in support of KEIP-KERP (1.8); review of Reply Memorandum of Law in Support of KEIP-KERP (2.2).	Lee, Gary S.	4.00	3,900.00
04-Aug-2012	Review and revise KEIP/KERP motion papers and declarations (3.0); meetings with team regarding KEIP/KERP papers (1.0); analysis of witness cross preparation outlines (2.0).	Levitt, Jamie A.	6.00	5,250.00
04-Aug-2012	Review and revise multiple drafts of brief on KEIP/KERP (1.7); correspondence to team regarding drafting of responsive declarations (.7); review and revise multiple versions of Janiczek Declaration (1.2); review and revise multiple drafts of Dempsey declaration (.6); review correspondence from Dempsey and underlying research materials (.5); review company data on comp for purposes of response (.8); review drafts of Greenspan declaration (.8).	Marinuzzi, Lorenzo	6.30	5,449.50

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Date	Services	Timekeeper	Hours	Value
04-Aug-2012	Revise and prepare exhibit to A. Janiczek's supplemental declaration in support of the KEIP/KERP motion.	Moss, Naomi	0.20	101.00
04-Aug-2012	Draft KEIP/KERP reply brief.	Pintarelli, John A.	12.60	8,253.00
04-Aug-2012	Calls with management and directors regarding employee matters (2.0); emails with G. Lee regarding same (.6).	Tanenbaum, James R.	2.60	2,587.00
04-Aug-2012	Draft and revise KEIP-KERP declarations and reply.	Wishnew, Jordan A.	9.10	6,188.00
05-Aug-2012	Revise and edit outlines consistent with revised declarations for A. Janiczek, J. Dempsey and Greenspan.	DeArcy, LaShann M.	11.50	7,877.50
05-Aug-2012	Emails to and from J. Tanenbaum regarding TARP related issues (.2); review and edit Reply Brief and Declarations in support of KEIP-KERP (3.2); calls with KEIP-KERP team regarding revisions-research for Reply Brief and Declarations (1.9).	Lee, Gary S.	5.30	5,167.50
05-Aug-2012	Review and review KEIP/KERP brief and declarations (4.0); calls with clients and declarants regarding revisions to KEIP/KERP papers (2.0); review of witness cross preparation outlines (2.0); prepare for meetings with declarations (1.0).	Levitt, Jamie A.	9.00	7,875.00
05-Aug-2012	Review and revise brief on KEIP/KERP, multiple drafts (2.4); review and revise Mercer declaration, discussions with J. Dempsey regarding analysis and revisions to declaration (1.9); review and revise multiple drafts of A. Janiczek declaration, numerous calls with Declarant (2.4); review and revise Greenspan declaration on KEIP/KERP (1.6).	Marinuzzi, Lorenzo	8.30	7,179.50
05-Aug-2012	Participate in multiple calls with J. Dempsey (Mercer) regarding the KEIP/KERP and related supplemental declaration (.4); continue drafting supplemental Dempsey declaration (2.2); review comments/revisions to Dempsey supplemental declaration (1.0); revise supplemental Dempsey declaration (.7); review reply to the UST's objection to the KEIP/KERP and related declarations with J. Wishnew, L. Marinuzzi, J. Newton, G. Lee, J. Levitt and J. Pintarelli (.8); additional revisions to Dempsey supplemental declaration (1.2); discuss the supplemental Dempsey declaration with L. Marinuzzi and J. Levitt (.4); analyze schedule concerning employees who have left the company since the filing of the KEIP/KERP motion (.2); draft rationale column in the Exhibit 1 to the Janiczek supplemental declaration (.6); revise schedule of employee compensation (Exhibit 1 to the Janiczek supplemental declaration) (1.8); discuss edits to the reply to UST's objection to the KEIP/KERP with J. Wishnew, J. Newton, J. Pintarelli, L. Marinuzzi, J. Levitt and G. Lee (.4).	Moss, Naomi	9.70	4,898.50

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Date	Services	Timekeeper	Hours	Value
05-Aug-2012	Additional revisions to Greenspan declaration in accordance with internal comments (1.0) and comments from FTI (1.3); call with G. Lee, J. Levitt, L. Marinuzzi, J. Wishnew and N. Moss regarding KEIP/KERP status and comments on reply papers (.7), and follow-up call regarding same (.4).	Newton, James A.	3.40	1,513.00
05-Aug-2012	Draft revisions to KEIP/KERP reply brief (11.6); discussions with team regarding same (.7).	Pintarelli, John A.	12.30	8,056.50
05-Aug-2012	Review and respond to compensation and release questions in connection with preparation for upcoming hearing and briefing of management.	Tanenbaum, James R.	3.70	3,681.50
05-Aug-2012	Review and revise KEIP-KERP brief, declarations and order.	Wishnew, Jordan A.	14.80	10,064.00
06-Aug-2012	Revise and edit prep outlines for KEIP/KERP (2.0); participate in witness preparation of Greenspan (8.0); draft redirect questions (4.0).	DeArcy, LaShann M.	14.00	9,590.00
06-Aug-2012	Review reply to KEIP/KERP objection.	Goren, Todd M.	0.50	362.50
06-Aug-2012	Prepare declarations in support of KEIP/KERP reply for filing (.5); prepare, file and coordinate service of reply to US Trustee's objection to KEIP/KERP motion (.3); update binder of cases cited in KEIP/KERP motion (.3); prepare copies of same for deliver to Chambers and US Trustee (.7).	Guido, Laura	1.80	504.00
06-Aug-2012	Prepare for evidentiary hearing on KEIP-KERP motion (4.4); analysis of potential areas of cross examination of KEIP-KERP declarants (1.9); finalize Reply Brief and supporting Declarations in support of KEIP-KERP (2.9).	Lee, Gary S.	9.20	8,970.00
06-Aug-2012	Review final KEIP/KERP motion papers and declarations (2.0); revise declarant cross preparation outlines (1.0); prepare R. Greenspan for testimony (3.0).	Levitt, Jamie A.	6.00	5,250.00
06-Aug-2012	Finalize KEIP/KERP papers for filing, final page review of brief (1.1); Janiczek declaration (.8); Mercer declaration (.9); Greenspan declaration (.6); participate in Greenspan witness prep (1.0).	Marinuzzi, Lorenzo	4.40	3,806.00
06-Aug-2012	Revise supplemental Dempsey declaration (.5); participate in call with A. Woolverton regarding metrics contained in the KEIP (.2); analyze metrics contained in the KEIP (.4).	Moss, Naomi	1.10	555.50
06-Aug-2012	Further review and revise supplemental Greenspan Declaration (.9); review language in GA Servicing Motion (.3) and Order (.2); circulate follow-up information and status to D. Rains and J. Marines (.2); discussion with J. Marines regarding same (.2).	Newton, James A.	1.80	801.00
06-Aug-2012	Draft revisions to KEIP/KERP reply brief.	Pintarelli, John A.	4.00	2,620.00
06-Aug-2012	Discussions with ResCap executives and others concerning open issues on compensation and the impact on upcoming hearing.	Tanenbaum, James R.	2.70	2,686.50

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06-Aug-2012	Finalize KEIP/KERP reply brief and declarations (3.1); prepare for hearing including drafting scripts (9.1).	Wishnew, Jordan A.	12.20	8,296.00
07-Aug-2012	Participate in witness preparation for evidentiary hearing on KEIP/KERP (9.0); draft redirect outline (3.5).	DeArcy, LaShann M.	12.50	8,562.50
07-Aug-2012	Call with US Trustee regarding supplemental declarations and KEIP-KERP questions (.9); prepare for evidentiary hearing and oral argument on KEIP-KERP motion (3.5).	Lee, Gary S.	4.40	4,290.00
07-Aug-2012	Meet with A. Janiczek and G. Crowley to prepare for KEIP/KERP testimony (9.0); meet with J. Dempsey to prepare for KEIP/KERP testimony (3); prepare for J. Mack cross preparation (1.0); meeting with US Trustee regarding KEIP/KERP objections (.5)	Levitt, Jamie A.	13.50	11,812.50
07-Aug-2012	Witness preparation of A. Janiczek for KEIP/KERP hearing (1.5); call with UST regarding KEIP/KERP objections (.5).	Marines, Jennifer L.	2.00	1,310.00
07-Aug-2012	Review Janiczek testimony for hearing prep (.8); review with A. Janiczek matters for hearing on KEIP/KERP (3.6); review and revise hearing outline, opening and closing with G. Lee, review supplemental declaration and US Objection for prep (1.7); calls with US Trustee for purposes of KEIP/KERP matters, address UST issues (1.0); memorandum to team on UST conversation (.5).	Marinuzzi, Lorenzo	7.60	6,574.00
07-Aug-2012	Revise exhibit to A. Janiczek's supplemental declaration.	Moss, Naomi	0.80	404.00
07-Aug-2012	Analyze employee compensation issues and strategy (2.6); address possible solutions to the release issue for the top 3 (2.9).	Tanenbaum, James R.	5.50	5,472.50
07-Aug-2012	Assist with preparation of exhibits for hearing on debtors' KEIP/KERP motion (4.0).	Tice, Susan A.T.	4.00	1,160.00
07-Aug-2012	Prepare for contested hearing (3.5) and discussions with G. Lee and J. Pintarelli on KEIP-KERP scripts (5.2); review draft exhibit list (.3); participate in witness preparation sessions (.9); call with UST on reply details (1.0); calls with UCC counsel on order revisions (.5); call with AFI counsel on order provisions (.2); meet with client on open matters (.3); revise proposed form of KEIP-KERP order (.6).	Wishnew, Jordan A.	12.50	8,500.00
08-Aug-2012	Call with B. Masamoto (UST) regarding TARP and FRB questions arising from KEIP-KERP motion (.5); review and edit comments from AFI and Committee regarding KEIP-KERP Order (.5); prepare for KEIP-KERP hearing (4.6); review materials for ResCap Board meeting (.5).	Lee, Gary S.	6.10	5,947.50
08-Aug-2012	Calls with US Trustee regarding KEIP/KERP (.7); review with A. Janiczek requests from US Trustee and additional clarifications (.6).	Marinuzzi, Lorenzo	1.30	1,124.50
08-Aug-2012	Discussions with G. Lee regarding strategy for KEIP/KERP hearing.	Nashelsky, Larren M.	0.40	390.00

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Date	Services	Timekeeper	Hours	Value
08-Aug-2012	Begin additional KEIP/KERP research to address J. Glenn's total compensation question.	Pintarelli, John A.	2.00	1,310.00
08-Aug-2012	Call with J. Ilany concerning director actions pertaining to retention of management (.8); discussion with J. Mack concerning board action on retention (.3); meet with ResCap executives following hearing to consider alternatives (2.0); calls relating to U.S. Trustee position in Kodak (.3); inquiry to K&E concerning term sheet (.3).	Tanenbaum, James R.	3.70	3,681.50
08-Aug-2012	Meet with ResCap executives following hearing to consider alternatives (2.0); calls relating to U.S. Trustee position in Kodak (.3).	Tanenbaum, James R.	2.30	2,288.50
08-Aug-2012	Participate in witness preparation session for KEIP-KERP hearing (1.3); follow up on details of sale milestones (.3); update proposed form of KEIP-KERP order (.4); participate in call with UST on TARP/FRB issues and gather responsive materials (.7); prepare for hearing (2.0); attend KEIP-KERP hearing (2.8); negotiate modified order terms with UCC (1.1); draft body of letter to Chambers (.6).	Wishnew, Jordan A.	9.20	6,256.00
09-Aug-2012	Client call regarding KEIP and Judge Glenn's request for additional information (.3); analysis of response to Judge Glenn's request for supplemental KEIP information (1.1); oversee regarding supplemental materials requested by Judge Glenn in relation to KEIP-KERP (.4).	Lee, Gary S.	1.80	1,755.00
09-Aug-2012	Meeting with A. Janiczek, G. Crowley and J. Wishnew regarding chart of additional compensation information requested by Court on KEIP motion (2.0); review and revise revised drafts of KEIP chart (2.0); review and revise letter to Judge Glenn regarding KEIP compensation information (1.0);	Levitt, Jamie A.	5.00	4,375.00
09-Aug-2012	Call with company to discuss supplemental data requested by Judge Glenn (.5); call with FTI to discuss data (.4); call with Mercer to discuss analysis (.5); draft letter to Judge Glenn (1.0); additional KEIP/KERP research to address J. Glenn's total compensation question (4.1).	Pintarelli, John A.	6.50	4,257.50
09-Aug-2012	Emails with A. Janiczek (.3); review of situations of 17 individuals from whom Ally releases are to be sought and possibilities to limit the scope of releases (2.4); developing alternatives and furnishing information to directors concerning possible "quasi" phantom-stock plans (3.8).	Tanenbaum, James R.	6.50	6,467.50
09-Aug-2012	Revise Chambers cover letter and compensation chart and discuss same with client and advisors (3.4); revise order to be KEIP-only and circulate to third parties for review (.9).	Wishnew, Jordan A.	4.30	2,924.00

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Date	Services	Timekeeper	Hours	Value
07-Aug-2012	Prepare, file and coordinate service of objection to Nora's motion for reconsideration of final supplemental servicing order.	Guido, Laura	0.30	84.00
07-Aug-2012	Prepare draft motion for order extending time to file notices of removal for M. Crespo (1.5); prepare draft order on same (.5).	Kline, John T.	2.00	590.00
07-Aug-2012	Call with L. Marinuzzi regarding PwC motion.	Rains, Darryl P.	0.20	195.00
07-Aug-2012	Revise and finalize objection to Nora motion for reconsideration per comments from N. Rosenbaum (1.3); correspondence with J. Wishnew regarding reservation of rights provisions in orders entered to date (.2).	Richards, Erica J.	1.50	892.50
07-Aug-2012	Review and comment on objection to W. Nora motion for reconsideration of the entry of the Supplemental Servicing Order (.4);	Rosenbaum, Norman S.	0.40	320.00
08-Aug-2012	Meet with J. Mack to prepare for KEIP/KERP testimony (1.5); meet with A. Janiczek and R. Greenspan to prepare for KEIP/KERP testimony (3.0); prepare redirect questions for KEIP/KERP witnesses (2.0); meeting with experts and clients regarding supplemental evidence requested by Court (.5)	Levitt, Jamie A.	7.00	6,125.00
09-Aug-2012	Review FDIC's reply on motion to withdraw reference (.3); review revised draft of Hancock case stipulation (.2).	Haims, Joel C.	0.50	425.00
09-Aug-2012	Correspondence with J. Wishnew, N. Rosenbaum, J. Newton, and S. Martin regarding agenda and status of motions (.2); review and comment on draft agenda (.2).	Klein, Aaron M.	0.40	262.00
09-Aug-2012	Draft motion regarding 9019 settlement and modification of automatic stay with respect to pending class action.	Molison, Stacy L.	3.40	1,921.00
09-Aug-2012	Email with litigators regarding population of RMBS trusts.	Newton, James A.	0.30	133.50
09-Aug-2012	Emails with A. Princi and J. Levitt regarding issues and strategy regarding 9019 hearing on RMBS settlement (1.2); emails with J. Newton and L. Marinuzzi regarding PwC engagement approval motion (.2); emails with L. Nashelsky (.3); review expert reports regarding RMBS settlement (1.0).	Rains, Darryl P.	2.70	2,632.50
09-Aug-2012	Call with J. Scoliard, E. DeSilva, J. Evans, P. Mulcahy, Peter, C. Hancock, P. Cannon regarding Pasco County mortgage recording violation, and application of Supplemental Order to pending Florida foreclosures (.5); call with M. Fahy-Woehr and J. Evans regarding pending foreclosure counsel litigation issues (.4); call with W. Nora regarding motion for reconsideration of supplemental servicing order (.3); review letter from counsel in Feliciano v. GMAC regarding tenant repair issues in response to correspondence regarding ordinary course issues (.2); emails with P. Zellman regarding pending litigation against ResCap officers (.1).	Rosenbaum, Norman S.	1.50	1,200.00

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Date	Services	Timekeeper	Hours	Value
24-Sep-2012	Review presentation for 10/3 meeting with UCC (1.2); call with FTI and Centerview regarding same (.9).	Goren, Todd M.	2.10	1,522.50
24-Sep-2012	Client call regarding wind down plan and Committee meeting on October 3 (.6); review of meeting materials requested by Committee advisors (1.1).	Lee, Gary S.	1.70	1,657.50
24-Sep-2012	Review and revise presentation for committee meeting.	Marinuzzi, Lorenzo	2.60	2,249.00
27-Sep-2012	Review updated draft of presentation for UCC meeting (.7) and prepare slide regarding Plan issues for same (.6).	Goren, Todd M.	1.30	942.50
27-Sep-2012	Call with W. Nolan regarding Creditor Committee Meeting and Presentation materials (.2); review of materials for Committee Meeting (1.4).	Lee, Gary S.	1.60	1,560.00
28-Sep-2012	Review updated draft of UCC presentation (.7) and call with company, FTI and Centerview regarding UCC meeting presentation (1.4); coordinate with N. Moss regarding meeting logistics issues (.3).	Goren, Todd M.	2.40	1,740.00
28-Sep-2012	Analysis of presentation materials for Committee meeting on wind-down, plan of reorganization and sale (.7); client call regarding business, sale and winddown plan presentation (1.4); call with N. Moss and T. Goren regarding same (.5).	Lee, Gary S.	2.60	2,535.00
28-Sep-2012	Review and revise updated deck for Committee meeting (1.2); call with FTI, CVP and MoFo to review Committee presentation (1.4).	Marinuzzi, Lorenzo	2.60	2,249.00
28-Sep-2012	Prepare for call on the committee meeting presentation (.3); participate in call with FTI, Centerview, G. Lee, T. Goren and G. Lee regarding the committee meeting presentation (1.5); call with R. Ringer regarding the October 3 committee meeting (.2); discuss committee meeting with T. Goren (.2).	Moss, Naomi	2.20	1,111.00
29-Sep-2012	Review of presentation to Committee regarding business operations, sale, winddown etc.	Lee, Gary S.	1.60	1,560.00
30-Sep-2012	Coordinate with N. Moss regarding UCC meeting logistics.	Goren, Todd M.	0.30	217.50
30-Sep-2012	Coordinate with T. Goren regarding UCC meeting logistics.	Moss, Naomi	0.30	151.50
Total: 023	Meetings of Creditors		59.50	48,154.50
Employee Matters				
01-Sep-2012	Address issues relating to possible equity alternatives for KEIP.	Tanenbaum, James R.	3.40	3,383.00
02-Sep-2012	Review amended KEIP metrics.	Lee, Gary S.	0.30	292.50

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Date	Services	Timekeeper	Hours	Value
02-Sep-2012	Work relating to KEIP incentive bench marks regarding Court guidelines (2.5), research regarding ability of the Special Master to control post sale compensation arrangements (3.6), calls with Directors concerning likelihood of retention of management in the absence of resolution of compensation issues and issues for the board (1.1).	Tanenbaum, James R.	7.20	7,164.00
03-Sep-2012	Research regarding incentive structures within employment agreements.	Molison, Stacy L.	1.30	734.50
03-Sep-2012	Participate in client call on revised KEIP structure.	Wishnew, Jordan A.	0.50	340.00
04-Sep-2012	Research relating to approval of settlement outside of 9019 for use in motion to approve employee compensation agreement with AFI (3.3) and discuss same with J. Wishnew (2x) (.6).	Crespo, Melissa M.	3.90	1,482.00
04-Sep-2012	Emails regarding board consent for indemnification of independent directors (.2); review draft of board minutes from 8/12/12 (.5); discussion with N. Moss regarding 2012 resolutions concerning reimbursement of expenses to the independent directors (.1).	Evans, Nilene R.	0.80	608.00
04-Sep-2012	Call regarding grant of units to employees.	Frank, Michael T.	0.50	437.50
04-Sep-2012	Review of alternative KEIP metrics.	Lee, Gary S.	0.30	292.50
04-Sep-2012	Calls with working group, Mercer and FTI regarding KEIP structure (1.8); review and analyze metrics regarding same (1.2); call with company regarding KEIP metrics (.7).	Marines, Jennifer L.	3.70	2,423.50
04-Sep-2012	Calls with FTI and Mercer to review multiple drafts of KEIP program as revised to address Court and US Trustee concerns (2.5); review and revise drafts of KEIP (1.5); review Judge's decision and US Trustee objection to revise KEIP (1.6).	Marinuzzi, Lorenzo	5.60	4,844.00
04-Sep-2012	Further research regarding incentive structures within employment agreements (2.8); discussion with J. Pintarelli regarding research of incentives for wind down estate (.3).	Molison, Stacy L.	3.10	1,751.50
04-Sep-2012	Discuss 2012 resolutions concerning reimbursement of expenses to the independent directors with N. Evans.	Moss, Naomi	0.10	50.50
04-Sep-2012	Review revised KEIP metrics (.6); call with FTI and Mercer regarding revised KEIP metrics (.7); discuss research of incentives for wind down estate with S. Molison (.3); review cases relating to CRO contracts terms (1.5).	Pintarelli, John A.	3.10	2,030.50

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Date	Services	Timekeeper	Hours	Value
04-Sep-2012	Call with J. Wishnew and M. Frank regarding creation of synthetic ResCap stock units for employee compensation (.8); draft email on Paymaster review of such units (.9); call with J. Wishnew, others regarding proposal to substitute ResCap synthetic stock units for AFI stock units in compensation of ResCap employees (.5); review TARP regulations regarding same (1.5).	Smith, Dwight C.	3.70	3,145.00
04-Sep-2012	Various calls with ResCap management and directors relating to employment matters and follow-up on KEIP alternatives.	Tanenbaum, James R.	3.00	2,985.00
04-Sep-2012	Review and provide comments on modified KEIP structure (.4); lead calls (X3) on dynamics of modified KEIP (2.0); call with client on KEIP metrics composition (.3); correspond with client on compensation Committee for modified KEIP (.3); discussion on estate KERP details (.5); call with D. Smith on possible ResCap equity unit (.3); revise KERP employee letter (.3); address release issue (.2); respond to creditor query (.1); discussion with M. Crespo regarding research relating to approval of settlement outside of 9019 for use in motion to approve employee compensation agreement with AFI (.6).	Wishnew, Jordan A.	5.00	3,400.00
05-Sep-2012	Calls with FTI and Mercer to review revised KEIP (1.7); call with Comp Committee to present revised KEIP (.6); review and revise powerpoint presentation for board (.7).	Marinuzzi, Lorenzo	3.00	2,595.00
05-Sep-2012	Further research, review and analyze incentive structures within employment agreements (2.0); summarize findings regarding same (2.6); email to J. Pintarelli regarding same (.2).	Molison, Stacy L.	4.80	2,712.00
05-Sep-2012	Comment on letter to estate employees (.5); review of employee KERP letter with J. Wishnew (.2).	Pintarelli, John A.	0.70	458.50
05-Sep-2012	Calls with ResCap management regarding KEIP and releases (.6); follow-up on same with J. Wishnew (1.3); calls with two outside directors on status of KEIP (.6).	Tanenbaum, James R.	2.50	2,487.50
05-Sep-2012	Prepare for and participate in calls with senior executives and board on revised KEIP terms (1.6); revise presentation on KEIP details (.4); meet with J. Tanenbaum and call with S. Hessler regarding executive compensation (.2); call with T. Marano and A. Janiczek on executive compensation (.3); review employee KERP letter with J. Pintarelli (.2); address open UCC diligence points and interaction with AFI (.2).	Wishnew, Jordan A.	2.90	1,972.00
06-Sep-2012	Meeting with S. Mash regarding advisory opinion regarding units (.3); call to D. Smith regarding same (.2).	Frank, Michael T.	0.50	437.50
06-Sep-2012	Review and revise final presentation on revised KEIP for US Trustee (.8); correspondence to US Trustee regarding revised KEIP (.5).	Marinuzzi, Lorenzo	1.30	1,124.50

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Date	Services	Timekeeper	Hours	Value
06-Sep-2012	Review research regarding structuring of post-petition incentives for CRO (2.8); review revised reimbursement protocol term sheet (.6).	Pintarelli, John A.	3.40	2,227.00
06-Sep-2012	Begin to draft memorandum regarding synthetic ResCap units as replacement for AFI units in compensation of ResCap employees (.7); call with M. Frank regarding advisory opinion regarding units (.3).	Smith, Dwight C.	1.00	850.00
06-Sep-2012	Review and provide comments on revised executive compensation term sheet (1.2); follow-up calls with management and follow-up calls with two outside directors (1.6).	Tanenbaum, James R.	2.80	2,786.00
06-Sep-2012	Revise UST/UCC KEIP PowerPoint (1.1); correspond with UCC on revised KEIP and draft e-mails to UCC and UST (.7); review and revise executive compensation term sheet (1.1); discuss with client (.3); revise employee sample correspondence (.2).	Wishnew, Jordan A.	3.40	2,312.00
07-Sep-2012	Draft revisions to employee transition letter (.6); review additional revisions to the reimbursement protocol term sheet (.3).	Pintarelli, John A.	0.90	589.50
07-Sep-2012	Participate on call with management and advisors concerning the term sheet, Special Master and related matters (.6); address follow-up in calls with directors and various counsel (2.1).	Tanenbaum, James R.	2.70	2,686.50
07-Sep-2012	Discuss executive compensation term sheet with client, revise and send to AFI counsel (1.8); work with J. Tanenbaum on term sheet (.4); follow up with FTI on revised KEIP (.2); call with client on revised compensation terms, revise and recirculate (.9).	Wishnew, Jordan A.	3.30	2,244.00
08-Sep-2012	Call with counsel to a senior manager to update on status of term sheet and related matters.	Tanenbaum, James R.	0.80	796.00
09-Sep-2012	Address KEIP/KERP issues with J. Wishnew.	Pintarelli, John A.	0.10	65.50
09-Sep-2012	Correspond with UCC counsel on revised KEIP (.2); follow up with client on exec comp issues (.1); address KEIP/KERP issues with J. Pintarelli (.1).	Wishnew, Jordan A.	0.20	136.00
10-Sep-2012	Review of retention plan (.8); review of KERP with J. Wishnew (.2).	Frank, Michael T.	1.00	875.00
10-Sep-2012	Revise KERP plan document (.8); discuss status of employee related open items list with J. Wishnew (.5); begin drafting note to US Trustee describing how the revised KEIP metrics meet the standard under 503(c)(3) (4.0).	Pintarelli, John A.	5.30	3,471.50
10-Sep-2012	Review Ally's further revisions to term sheet and comment on same.	Tanenbaum, James R.	0.70	696.50

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Date	Services	Timekeeper	Hours	Value
10-Sep-2012	Respond to queries regarding revised KEIP (.2); call with UST and advise client and professionals of next steps (.8); review KERP plan with M. Frank (.2); call with A. Grossi and provide client with updated term sheet (.2); discussion regarding noticing issues with N. Rosenbaum (.3); assist with KEIP legal memorandum (.4); follow up with client and UCC on executive compensation discussion (.3); calls with client regarding open employee issues and next steps (.3); review SDNY KEIPs for sales (.5); discussion with J. Pintarelli regarding status of employee related open items list (.5).	Wishnew, Jordan A.	3.70	2,516.00
11-Sep-2012	Emails with J. Wishnew regarding retention plan and regarding synthetic unit issues.	Frank, Michael T.	1.00	875.00
11-Sep-2012	Continue draft of note to US Trustee describing how the revised KEIP metrics meet the standard under 503(c)(3).	Pintarelli, John A.	4.20	2,751.00
11-Sep-2012	Call with client regarding benefit program (.2); review KEIP caselaw and revise UST memorandum (.7); address executive compensation issues with client (1.1); review facts for executive compensation motion (.5); call with UCC regarding compensation motion (1.0); address KERP questions from M. Frank (.3); revise executive compensation term sheet (.6); address alternative equity possibilities (.4).	Wishnew, Jordan A.	4.80	3,264.00
12-Sep-2012	Review emails regarding incentive plan and analyze (.4); email J. Wishnew regarding KERP plan (.6).	Frank, Michael T.	1.00	875.00
12-Sep-2012	Review employee-related wind down concerns with J. Wishnew.	Lee, Gary S.	0.20	195.00
12-Sep-2012	Finalize initial draft note for US Trustee regarding KEIP (2.9); discuss comments with J. Wishnew (0.5); draft updates to the reimbursement protocol motion (1.5).	Pintarelli, John A.	4.90	3,209.50
12-Sep-2012	Draft memorandum on use of ResCap synthetic stock units in lieu of AFT units for employee compensation (5.9); review of alternate equity wind down concerns with J. Wishnew (.1).	Smith, Dwight C.	6.00	5,100.00
12-Sep-2012	Calls with senior management regarding status of compensation matters (.2); review revised term sheet (.3).	Tanenbaum, James R.	0.50	497.50
12-Sep-2012	Call with A. Grossi regarding term sheet and follow up e-mail (.2); provide suggestions to J. Pintarelli on KEIP memorandum (.4); review of alternate equity issues with D. Smith (.1); review of wind down concerns with G. Lee (.2); review with M. Frank on KERP plan (.1).	Wishnew, Jordan A.	1.00	680.00
13-Sep-2012	Call with D. Smith and J. Wishnew regarding unit plan.	Frank, Michael T.	0.20	175.00
13-Sep-2012	Further research regarding KEIP sale incentives (2.3); prepare information regarding same for J. Wishnew and J. Pintarelli (.4).	Newton, James A.	2.70	1,201.50

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Date	Services	Timekeeper	Hours	Value
13-Sep-2012	Draft revisions to KEIP note.	Pintarelli, John A.	3.50	2,292.50
13-Sep-2012	Call with J. Wishnew, M. Frank regarding synthetic ResCap units and memorandum (0.7); revise memorandum (1.8).	Smith, Dwight C.	2.50	2,125.00
13-Sep-2012	Analysis of executive compensation term sheet issues with client (.1); revise KEIP UST memorandum (3.2); call with P. Ritter regarding executive compensation (.2); call with M. Frank and D. Smith regarding unit plan and equity structure (.1); review revised term sheet (.2); follow up on sale incentive caselaw (.3).	Wishnew, Jordan A.	4.10	2,788.00
14-Sep-2012	Draft 409A analysis of retention plan and e-mail J. Wishnew.	Frank, Michael T.	1.00	875.00
14-Sep-2012	Finalize analysis for KEIP modifications to deliver to US Trustee (.9); discussion with J. Newton regarding note for US Trustee regarding KEIP (.3).	Marinuzzi, Lorenzo	1.20	1,038.00
14-Sep-2012	Finalize note for US Trustee regarding KEIP (4.5); discuss comments to note with J. Wishnew (.4); discuss same with L. Marinuzzi (.3); draft additional updates to reimbursement protocol motion (1.1).	Pintarelli, John A.	6.30	4,126.50
14-Sep-2012	Complete first draft of memorandum on ResCap synthetic stock units in lieu of AFI units.	Smith, Dwight C.	4.50	3,825.00
14-Sep-2012	Correspond with AFI counsel on term sheet (.2); review OSM comments to term sheet (.2); and provide to client (.3); review KERP memorandum to UST (1.7); follow up with M. Frank on KERP (.3); respond to UCC queries (.2); call with A. Janiczek on KEIP-KERP (.2); discussion with J. Newton regarding not for US Trustee regarding KEIP (.4).	Wishnew, Jordan A.	3.50	2,380.00
15-Sep-2012	Emails with J. Wishnew regarding KERP.	Frank, Michael T.	0.80	700.00
15-Sep-2012	Address 409A query with Centerview (.2); follow up with M. Frank on KERP issue (.3).	Wishnew, Jordan A.	0.50	340.00
16-Sep-2012	Edit KERP (.5); review memorandum regarding equity (.2); discussion with J. Wishnew regarding 409A issue (.3).	Frank, Michael T.	1.00	875.00
16-Sep-2012	Calls with two outside directors concerning Ally term sheet and retention of management.	Tanenbaum, James R.	0.70	696.50
16-Sep-2012	Review reimbursement motion (1.7); discussion regarding 409A issue with Centerview and M. Frank (.3).	Wishnew, Jordan A.	2.00	1,360.00
17-Sep-2012	E-mails with J. Wishnew regarding retention (1.1); call with J. Wishnew and D. Smith regarding units program (.6).	Frank, Michael T.	0.70	612.50
17-Sep-2012	Review revised KEIP materials sent to UST (.5); review draft KERP plan and materials to be sent to employees (.9).	Lee, Gary S.	1.40	1,365.00

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Date	Services	Timekeeper	Hours	Value
17-Sep-2012	Draft comments to company's amendments to variable pay plans (.5); update draft KERP cover letter to employees (.7); update KERP plan documents based on additional comments received (1.); draft additional changes to the Reimbursement protocol motion (1.); review company's analysis of potential severance costs (.5); research cases where a release was granted outside of a settlement (1.7).	Pintarelli, John A.	5.40	3,537.00
17-Sep-2012	Call with J. Wishnew, M. Frank regarding synthetic ResCap stock units.	Smith, Dwight C.	2.50	2,125.00
17-Sep-2012	Address issues relating to "alternative" equity (.5); review latest term sheet with Paymaster revisions (.7).	Tanenbaum, James R.	1.20	1,194.00
17-Sep-2012	Review OSM edits to term sheet (.2); form of debtor release (.2) and provide to client (.2); revise phantom stock memorandum (.7) and discuss with M. Frank and D. Smith (.6); review KERP plan and letter and provide advance copy to AFI (.4); further revise A. Janiczek declaration for reimbursement motion (1.3); respond to client queries (.3); correspond with Centerview on asset value issue (.3).	Wishnew, Jordan A.	4.20	2,856.00
18-Sep-2012	Call with D. Smith and J. Wishnew regarding client comments on memorandum (.4); emails regarding same (.6).	Frank, Michael T.	1.00	875.00
18-Sep-2012	Begin review of all cases in 2nd Circuit relating to treatment of severance claims based on post-petition termination (2.0); review company's analysis of potential severance costs (.5); research cases where a release was granted outside of a settlement (3.7).	Pintarelli, John A.	6.20	4,061.00
18-Sep-2012	Review comments from A. Janiczek (ResCap) regarding memorandum on synthetic stock units (.8); call with A. Janiczek, J. Wishnew, M. Frank regarding synthetic ResCap stock(.4); revise memorandum and prepare time schedule (1.2)	Smith, Dwight C.	2.40	2,040.00
18-Sep-2012	Review and address Ally draft of term sheet and release, and advise outside directors of unresolved issues on release and impact on retention and timing.	Tanenbaum, James R.	1.80	1,791.00
18-Sep-2012	Call with A. Grossi regarding status of UCC exec comp discussions (.2); correspondence and calls with client, D. Smith and M. Frank regarding alternative equity details (.4); review scope of debtor release, discuss with T. Hamzehpour, revise and send to AFI's counsel (2.7); review updated reimbursement motion and review exemplar documents (1.1); address issues with equity structure memorandum (.5); review severance issue and 2d circuit analysis (.5).	Wishnew, Jordan A.	5.40	3,672.00

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Date	Services	Timekeeper	Hours	Value
19-Sep-2012	Calls and meetings with J. Tanenbaum and J. Wishnew regarding phantom stock award structures (.5); research Interim Final Rule requirements relating to restricted stock units (1.7); prepare correspondence to J. Tanenbaum and J. Wishnew regarding Interim Final Rule requirements (.3).	Bozzetti, Domnick	2.50	2,187.50
19-Sep-2012	Draft notice to UCC and US Trustee regarding variable pay amendments (.4); finalize revisions to amendments (.3); work with J. Wishnew regarding modifying reimbursement motion (.2).	Pintarelli, John A.	0.90	589.50
19-Sep-2012	Call with J. Wishnew, M. Frank, D. Bozzetti regarding synthetic ResCap stock units.	Smith, Dwight C.	0.50	425.00
19-Sep-2012	Call with A. Janiczek, J. Wishnew and work on equity alternatives for Special Master to consider (4.1) call with D. Bozzetti regarding phantom stock award structures (.5).	Tanenbaum, James R.	4.60	4,577.00
19-Sep-2012	Call with A. Janiczek regarding pending employee matters (.3); review diligence follow-up from UCC advisors, prepare responses and review with client (1.1); provide UCC counsel with KEIP written submission (.2); address equity structure issues with J. Tanenbaum, D. Bozzetti, D. Smith and client (1.3); follow up on status of KEIP modification efforts (.1); work with J. Pintarelli on modifying reimbursement motion (.2).	Wishnew, Jordan A.	3.20	2,176.00
20-Sep-2012	Correspondence with J. Wishnew regarding alternative compensation structures (.1); research section 409A notice relating to stock unit awards by TARP recipients (1.4).	Bozzetti, Domnick	1.50	1,312.50
20-Sep-2012	Call with D. Smith and J. Wishnew regarding units.	Frank, Michael T.	0.50	437.50
20-Sep-2012	Continue to research cases where a release was granted outside of a settlement (2.1); revise draft of reimbursement protocol motion (1.1); address severance issue with J. Wishnew (.1).	Pintarelli, John A.	3.30	2,161.50
20-Sep-2012	Draft slides on synthetic ResCap stock units (2.0); call with J. Wishnew and M. Frank regarding synthetic ResCap stock units (.5).	Smith, Dwight C.	2.50	2,125.00
20-Sep-2012	Comment on latest proposed equity structures.	Tanenbaum, James R.	0.40	398.00

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Date	Services	Timekeeper	Hours	Value
20-Sep-2012	Follow up on status of UST KEIP determination (.1); review plan amendment notices (.4); review details and issues concerning alternative equity structures (.4); calls with client on open employee issues (.4); further revise reimbursement motion (1.5); correspond with AFI counsel on executive compensation matters and follow up with client (.6); provide UCC with responses to follow up queries concerning reimbursement of executive compensation (.4); follow up on 409A issues with Centerview (.1); call with D. Smith and M. Frank regarding units (.5); address severance issue with J. Pintarelli (.1).	Wishnew, Jordan A.	4.20	2,856.00
21-Sep-2012	Review of correspondence from D. Smith and M. Frank regarding structure of incentives (.1); review Interim Final Rule and prepare correspondence to M. Frank regarding incentive structure (.2); review and comment on proposal for structure of units (1.1).	Bozzetti, Domnick	1.40	1,225.00
21-Sep-2012	Review and comment on slides regarding compensation matters (.3); e-mails with D. Smith (.2).	Frank, Michael T.	0.50	437.50
21-Sep-2012	Review status of KEIP proposal (.5); correspondence to US Trustee regarding revised KEIP (.3).	Marinuzzi, Lorenzo	0.80	692.00
21-Sep-2012	Review case law with respect to the treatment of severance obligations where employees are terminated post-petition (2.7); KERP Plan documents and cover letter in final form (.3); review of 2d circuit severance caselaw with J. Wishnew (.2); address plan amendment and open executive compensation issues with J. Wishnew (.5).	Pintarelli, John A.	3.70	2,423.50
21-Sep-2012	Revise slides on synthetic ResCap stock units (1.5); call with M. Frank regarding same (.5).	Smith, Dwight C.	4.00	3,400.00
21-Sep-2012	Review and comment on latest draft of slides on synthetic equity (.7); review latest draft of Ally term sheet (.4).	Tanenbaum, James R.	1.10	1,094.50
21-Sep-2012	Review 2d circuit severance caselaw with J. Pintarelli (.2); review 363(o) research (.2); revise and provide D. Smith with edits on alternative equity presentation and work with M. Frank on same (.7); address plan amendment and open executive compensation issues with J. Pintarelli (.5); calls with HR team on open employee issues (.5); review proposed final forms of executive compensation term sheet and exhibits and discuss with A. Janiczek (.4); review follow up diligence items from UCC regarding executive compensation (.3).	Wishnew, Jordan A.	2.80	1,904.00
22-Sep-2012	Draft letter to AFI BOD regarding implementing term sheet provisions.	Wishnew, Jordan A.	0.70	476.00

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Date	Services	Timekeeper	Hours	Value
23-Sep-2012	Provide Centerview with KERP materials (.3); review UCC questions and draft responses (.2); review executive compensation materials (.2); review alternative equity materials (.2).	Wishnew, Jordan A.	0.90	612.00
24-Sep-2012	Draft additional revisions to reimbursement protocol motion.	Pintarelli, John A.	1.40	917.00
24-Sep-2012	Review Ally term sheet.	Tanenbaum, James R.	0.30	298.50
24-Sep-2012	Calls with client on follow-up UCC queries and OSM proposal (.9); follow-up call with UCC on additional executive compensation queries (1.3); revise reimbursement motion (5.3); provide client with slides on alternative equity structures, discuss and further revise (.9); address query from Centerview (.2); correspond with UCC professionals on executive compensation matters (.2); prepare client for 9/25 OSM conversation (.3); review draft reimbursement order (.3).	Wishnew, Jordan A.	9.40	6,392.00
25-Sep-2012	Review of motion to allow payment to employees covered by TARP.	Lee, Gary S.	1.10	1,072.50
25-Sep-2012	Call with B. Masumoto regarding KEIP questions (.3); correspondence to/from J. Wishnew and B. Masumoto regarding calculation of KEIP payments (.3).	Marinuzzi, Lorenzo	0.60	519.00
25-Sep-2012	Review additional cases on treatment of severance claims when employee is terminated post-petition.	Pintarelli, John A.	1.60	1,048.00
25-Sep-2012	Attend precall regarding OSM (1.0); attend call with OSM (1.0); review of follow-up from call with OSM (.5).	Tanenbaum, James R.	2.50	2,487.50
25-Sep-2012	Further revise reimbursement motion (1.6); review plan notification materials for UCC and UST (.3); provide employee population materials (.2); correspond with AFI and client about OSM call (.5); update BOD letter to AFI about OSM implementation (.2); call with B. Masumoto concerning revised KEIP metrics (.4) and address related concerns via e-mail (.2); call with client on outstanding employee matters (.3); call with OSM on term sheet (.7).	Wishnew, Jordan A.	4.40	2,992.00
26-Sep-2012	Review additional cases, including 3rd Circuit cases, on treatment of severance claims when employee is terminated post-petition.	Pintarelli, John A.	2.30	1,506.50
27-Sep-2012	Call with J. Tanenbaum, J. Wishnew and D. Smith regarding compensation proposal.	Frank, Michael T.	0.40	350.00
27-Sep-2012	Team meeting regarding compensation proposal.	Smith, Dwight C.	0.40	340.00

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Date	Services	Timekeeper	Hours	Value
27-Sep-2012	Correspond with A. Grossi regarding reimbursement next steps (.5); follow up on alternate equity ideas (.5); follow up with UCC counsel on reimbursement agreement (.2); respond to severance query (.3); calls with client on open employee issues and next steps (.6); review updated reimbursement motion (.4); address disclosures (.3); team meeting regarding compensation proposal (.4); address open severance question (.2); address employee liability mechanic (.4).	Wishnew, Jordan A.	3.80	2,584.00
28-Sep-2012	Call with internal team regarding conversation with TARP special master and decision to use deferred cash payments.	Frank, Michael T.	0.80	700.00
28-Sep-2012	Finalize summary of case law with respect to the treatment of severance obligations.	Pintarelli, John A.	4.50	2,947.50
28-Sep-2012	Call with J. Wishnew, J. Tanenbaum, M. Frank regarding conversation with TARP Special Master and decision to use deferred cash payments (0.8); draft slides relating to presentation to Special Master (2.7).	Smith, Dwight C.	3.50	2,975.00
28-Sep-2012	Calls with internal team regarding issues on deferred cash payments.	Tanenbaum, James R.	0.80	796.00
28-Sep-2012	Follow up with counsel and review analysis related to RSU motion (.3); address severance issue (.2); call with A. Grossi regarding reimbursement-related questions (.1) and follow up with UCC counsel (.1); prepare and deliver e-mail to UST with exec comp term sheet for reimbursement motion (.4); call with internal team regarding conversation with TARP special master and decision to use deferred cash payments (.4).	Wishnew, Jordan A.	1.50	1,020.00
29-Sep-2012	Review severance analysis and follow up with J. Pintarelli (.3); review draft slides on alternate compensation proposal and follow up with client (1.1).	Wishnew, Jordan A.	1.40	952.00
30-Sep-2012	Review slides for submission to Office of Special Master on use of cash payments in lieu of AFI stock units.	Smith, Dwight C.	1.00	850.00
30-Sep-2012	Address deferred cash payment slides and suggest revisions.	Tanenbaum, James R.	1.00	995.00
30-Sep-2012	Provide comments on alternate comp OSM slides and follow up with client (.7); further revise reimbursement motion (1.1).	Wishnew, Jordan A.	1.80	1,224.00
Total: 024	Employee Matters		265.30	200,252.50

Discovery or Rule 2004 Requests

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Date	Services	Timekeeper	Hours	Value
10-Sep-2012	Call with A. Klein regarding Borrower TILA/RESPA claims (.3); email N. Evans regarding same (.1).	Barrage, Alexandra S.	0.40	278.00
10-Sep-2012	Review and revise CNO for 365(d)(4) motion (.2); prepare documents relating to hearing on same (.5).	Crespo, Melissa M.	0.70	266.00
10-Sep-2012	Prepare notice of adjournment of status conference for Green Planet adversary proceeding (.1); prepare, file and coordinate service of certificate of no objection for 365(d)(4) motion (.3); retrieval of KEIP filings from other Chapter 11 cases for precedence (.8).	Guido, Laura	1.20	336.00
10-Sep-2012	Review and revise objection to motion to appoint borrower committee (1.8); call with E. Frejka regarding same (.8); call with A. Barrage regarding question in connection with same (.2); review G. Lee's comments to same (.1); review and revise same and send draft to client (3.1); discussion with N. Moss and N. Rosenbaum regarding objection to the Borrower Committee motion (.3).	Klein, Aaron M.	6.30	4,126.50
10-Sep-2012	Review Objection to Motion to Appoint Committee of Borrowers (.3); cite check same (.8); update table of contents and table of authorities (.7).	Kline, John T.	1.80	531.00
10-Sep-2012	Review and edit response to motion to appoint borrower committee (1.6); meeting with N. Rosenbaum regarding same (.2).	Lee, Gary S.	1.80	1,755.00
10-Sep-2012	Call with Chambers (2x) regarding Green Planet stipulation (.2); correspond with Chambers, N. Rosenbaum, J. Vincequerra (Duane Morris), and ResCap regarding Green Planet matter (.2); meeting with N. Rosenbaum regarding follow up on Green Planet Stipulation (.2).	Martin, Samantha	0.60	357.00
10-Sep-2012	Review and revise objection to borrower committee motion (1.1); discuss objection to borrower committee motion with A. Klein (.3); review G. Lee's comments to objection to borrower committee motion (.2); review N. Rosenbaum's comments to objection to borrower committee motion (.3).	Moss, Naomi	1.90	959.50
10-Sep-2012	Email with K. Taggart regarding motion for sanctions.	Newton, James A.	0.20	89.00
10-Sep-2012	Review and revise objection to motion to appoint a borrower committee (3.2); meet with G. Lee regarding same (.2); meet with A. Klein regarding revisions to objection to motion to appoint borrower committee (.3); review pleadings filed by MK. Taggart (.3); review and respond to emails with J. Vincequerra regarding status of Green Planet stipulation (.1); meet with S. Martin regarding follow up on Green Planet stipulation (.2).	Rosenbaum, Norman S.	4.30	3,440.00
11-Sep-2012	Call with A. Klein regarding questions in connection with objection to motion to appoint borrower committee.	Barrage, Alexandra S.	0.20	139.00
11-Sep-2012	Revise 365(d) order and circulate to Chambers for entry.	Crespo, Melissa M.	0.20	76.00

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Date	Services	Timekeeper	Hours	Value
11-Oct-2012	Review update for Committee meeting and backup (1.4); review presentation with company prior to Committee call (.5); participate in Committee meeting update with Committee and T. Marano (1.0).	Marinuzzi, Lorenzo	2.90	2,508.50
17-Oct-2012	Client calls regarding Committee meeting on 10-17 (.4); call with Committee regarding status update on auction (.4).	Lee, Gary S.	0.80	780.00
Total: 023	Meetings of Creditors		44.50	34,649.50
Employee Matters				
01-Oct-2012	Review with J. Wishnew draft motion to reimburse AFI for Top 25 AIP payments (.8); call with B. Masumoto regarding status of KEIP and 2012 AIP decisions (.5); memorandum to G. Lee regarding US Trustee status on KEIP (.3).	Marinuzzi, Lorenzo	1.60	1,384.00
01-Oct-2012	Review amendment to collection incentive program.	Pintarelli, John A.	0.40	262.00
01-Oct-2012	Revise slides for Office of Special Master regarding use of cash payments in lieu of AFI units (1.5); call with J. Wishnew regarding slides (.5).	Smith, Dwight C.	2.00	1,700.00
01-Oct-2012	Revisions to presentation regarding DSUs and RSUs (.8); calls with management regarding special master and next steps (1.3).	Tanenbaum, James R.	2.10	2,089.50
01-Oct-2012	Further revisions to reimbursement motion (1.6); and prepare for call with AFI/UST (.3); review with L. Marinuzzi regarding same (.8); call with UST regarding executive compensation term sheet (.3); revise deferred compensation slides for OSM (.5); call with D. Smith regarding same (.5); correspond with client on compensation issues (.2).	Wishnew, Jordan A.	4.20	2,856.00
02-Oct-2012	Discuss revisions to collection incentive program notice with J. Wishnew (.2); revise language to same (.3); draft notice for same to US Trustee and Committee (.1); begin memorandum regarding potential estate severance obligations (1.2).	Pintarelli, John A.	1.80	1,179.00
02-Oct-2012	Review (.2) TARP rules and prepare for call on deferred cash payments in lieu of AFI stock units for ResCap employees (1.0); participate in call with G. Crowley and others at ResCap and J. Wishnew regarding implementing term sheet (.8); revise deck for OSM presentation on deferred cash payments (1.3).	Smith, Dwight C.	3.30	2,805.00
02-Oct-2012	Review and comment on draft Term Sheet and emails to J. Wishnew (.8); respond to questions from a director concerning employee retention issues (.3); research to answer a question relating to the scope of the Special Master's discretion (.6); prepare for call with K&E on Term Sheet and relating issue (.3).	Tanenbaum, James R.	2.00	1,990.00

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Date	Services	Timekeeper	Hours	Value
02-Oct-2012	Revise and provide client with OSM proposal (.3); further revise reimbursement motion, declaration and order and provide to AFI counsel (2.2); call with UCC counsel on executive compensation (.1); review OSM slides with client and follow up with D. Smith (1.6); correspond with FTI on KEIP status (.2); review collection incentive plan amendments (.3); calls with G. Crowley and D. Snmith on implementing term sheet (.4); revise Board of Directors letter to AFI (.4); correspond with AFI on term sheet (.1); review materials for employee meeting regarding release and term sheet (.2); discussion with J. Pintarelli regarding revisions to collection incentive program notice (.2).	Wishnew, Jordan A.	6.00	4,080.00
03-Oct-2012	Call with B. Masumoto and M. Driscoll regarding status of motion to reimburse AFI for stock awards and KEIP progress (.5); memorandum to G. Lee and J. Wishnew regarding open points on KEIP and conversation with T. Davis. (.4).	Marinuzzi, Lorenzo	0.90	778.50
03-Oct-2012	Finalize memorandum regarding potential estate severance obligations.	Pintarelli, John A.	1.60	1,048.00
03-Oct-2012	Two different sets of revisions to deck for OSM presentation (1.1 and 2.7); call with G. Crowley (ResCap), J. Wishnew regarding OSM presentation (.8).	Smith, Dwight C.	4.40	3,740.00
03-Oct-2012	Prepare for (.4) and participate in part of employee compensation call (.5); review changes to slides on employee compensation (.3).	Tanenbaum, James R.	1.20	1,194.00
03-Oct-2012	Prepare for participate in call with senior management on executive compensation term sheet (1.3); revise OSM slides on deferred compensation and discuss with D. Smith (1.2); calls with G. Crowley on executive compensation and KEIP status (.7); call UST regarding KEIP status (.1); calls with S. Zide and A. Grossi on executive compensation (.4); review updated form of Individual Release (.2).	Wishnew, Jordan A.	3.90	2,652.00
04-Oct-2012	Meeting with J. Wishnew regarding TARP related payments to Rescap (.2); email to OCC counsel regarding same (.2).	Lee, Gary S.	0.40	390.00
04-Oct-2012	Review case law on settlement standard applicable to insiders.	Pintarelli, John A.	2.30	1,506.50
04-Oct-2012	Review and revise severance memorandum (.4); Call with UCC advisors concerning reimbursement motion and related issues (1.2); calls with AFI and client regarding same (.6); meeting with G. Lee and prepare follow up e-mail to UCC (.6); review OSM slides (.3).	Wishnew, Jordan A.	2.90	1,972.00

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Date	Services	Timekeeper	Hours	Value
05-Oct-2012	Client calls regarding TARP payments (.7); review of motion papers regarding TARP compensation (.6); meetings with J. Wishnew regarding same and release language (.3); call with Committee counsel regarding same (.4).	Lee, Gary S.	2.00	1,950.00
05-Oct-2012	Prepare for call with T Hope Davis to review KEIP revisions (.5); follow-up with J. Wishnew regarding modified KEIP (.2); call with US Trustee's office and N. Moss on KEIP proposal (.7); memorandum to company regarding next steps on KEIP, US Trustee sign-off (.2); review status of Top 3 Reimbursement/Release agreement and AFI/Committee dispute regarding same (1.2); discussion with N. Moss regarding revised KEIP and related hearing date (.1).	Marinuzzi, Lorenzo	2.90	2,508.50
05-Oct-2012	Call with J. Chung, L. Marinuzzi and B. Masumoto regarding the revised KEIP (.2); review email from J. Chung (chambers) regarding the revised KEIP hearing (.1); discuss revised KEIP and related hearing date with L. Marinuzzi (.1).	Moss, Naomi	0.40	202.00
05-Oct-2012	Finalize review case law on settlement standard applicable to insiders (1.5); draft section of reimbursement motion regarding same (.7); review additional comments to reimbursement motion (.4); revise draft compensation reimbursement motion (1.1).	Pintarelli, John A.	3.70	2,423.50
05-Oct-2012	Call with G. Crowley, A. Janiczek, J. Wishnew regarding proposal to OSM for deferred cash payments in lieu of AFI stock units for ResCap employees (1.0); further review of slides following call and with input from Ally (1.8); additional work on slides following review by G. Crowley (1.0).	Smith, Dwight C.	4.80	4,080.00
05-Oct-2012	Call with S. Abreu regarding KEIP questions.	Tanenbaum, James R.	0.30	298.50
05-Oct-2012	Draft modified KEIP motion (1.6); review updated documents and client call regarding OSM proposal (1.4); discussion with G. Lee regarding addressing UCC's executive compensation issue (.6); follow-up with L. Marinuzzi on modified KEIP (.2); and advise advisors and client (.3); correspond with AFI counsel on next steps and status of reimbursement documents (.7); draft revision to debtor release and provide to AFI counsel (1.2); calls with UCC and D. Smith counsel on open issues (.3).	Wishnew, Jordan A.	6.30	4,284.00
06-Oct-2012	Emails with J. Wishnew regarding KEIP and regarding TARP payment motion.	Lee, Gary S.	0.20	195.00
06-Oct-2012	Draft modified KEIP motion (2.3); correspond with UCC on executive compensation call (.2).	Wishnew, Jordan A.	2.50	1,700.00
07-Oct-2012	Emails to client regarding KEIP and TARP compensation motion (.1); discussion with J. Wishnew regarding timing and filing (.1).	Lee, Gary S.	0.20	195.00

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Date	Services	Timekeeper	Hours	Value
07-Oct-2012	Draft Janizek declaration in support of the amended KEIP (includes review of revised KEIP and amended motion) (2.6); revise the declaration in support of the KEIP (.9)	Moss, Naomi	3.50	1,767.50
07-Oct-2012	Draft and revise modified KEIP documents (3.9); coordinate timing of executive compensation discussion (.2); discussion with G. Lee on addressing timing of filing and discussion with third parties on executive compensation (.9); review provisions of draft reimbursement motion (.4).	Wishnew, Jordan A.	5.40	3,672.00
08-Oct-2012	Emails with J. Wishnew regarding KEIP and regarding compensation motion (.2); meeting with J. Tanenbaum regarding same (.2); review amendments to compensation motion from AFI (.6).	Lee, Gary S.	1.00	975.00
08-Oct-2012	Review releases for executive compensation motion (.5); correspondence with J. Tanenbaum regarding same (.3).	Marinuzzi, Lorenzo	0.80	692.00
08-Oct-2012	Emails and calls relating to the scope of the release sought by Ally (1.0); meet with G. Lee regarding KEIP and compensation motion (.2).	Tanenbaum, James R.	1.20	1,194.00
08-Oct-2012	Review AFI comments to reimbursement motion (.4); address release issues with G. Lee and T. Hamzehpour (.5); draft motion to shorten time (1.4); revise OSM slides (.6).	Wishnew, Jordan A.	2.90	1,972.00
09-Oct-2012	Client call regarding Compensation motion (.2); emails with J. Wishnew regarding same and lease language (.2); review modified KEIP motion and supporting declaration (1.1).	Lee, Gary S.	1.50	1,462.50
09-Oct-2012	Review AFI comments to executive compensation motion (1.3); edit executive compensation motion (3.2); additional review of cases related to insider settlements (1.1).	Pintarelli, John A.	5.60	3,668.00
09-Oct-2012	Review changes from ResCap on deck for OSM presentation (.8); make further edits to deck (1.0).	Smith, Dwight C.	1.80	1,530.00
09-Oct-2012	Call with T. Marano on timing of KEIP motion.	Tanenbaum, James R.	0.20	199.00
09-Oct-2012	Call with A. Grossi on release (.3); file and finalize modified KEIP documents (3.9); revise KEIP order (.2); review further and circulate edits to OSM slides (.6); correspond with UCC on revised KEIP (.2); advise client of executive compensation release issue (.4); address client queries on reimbursement and KEIP motions (.3); coordinate AFI-UCC call (.2).	Wishnew, Jordan A.	6.10	4,148.00
10-Oct-2012	Emails with client regarding compensation motion (.3); client call regarding same (.4); meetings with J. Wishnew regarding same (.3); client call regarding same, scope of release and KEIP (.5).	Lee, Gary S.	1.50	1,462.50

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Date	Services	Timekeeper	Hours	Value
10-Oct-2012	Calls with Kramer Levin and Kirkland regarding release language on employee compensation motion (.9); review revised release language and discuss with T. Hamzehpour (1.2).	Marinuzzi, Lorenzo	2.10	1,816.50
10-Oct-2012	Review and prepare the order shortening time to hear the KEIP motion (.3); correspondence with J. Chung (Chambers) regarding same (.1).	Moss, Naomi	0.40	202.00
10-Oct-2012	Review file detailing cost of additions and deletions to KERP (.7); begin drafting notice to Committee and UST of same (.4); discuss executive compensation reimbursement motion with J. Wishnew (.4); draft additional revisions to same (1.4).	Pintarelli, John A.	2.90	1,899.50
10-Oct-2012	Emails with G. Crowley (ResCap), A. Janiczek (ResCap), J. Wishnew regarding slide deck for OSM (.5); further revisions to same (.7).	Smith, Dwight C.	1.20	1,020.00
10-Oct-2012	Review OSM slides with D. Smith (.3); calls with client on executive compensation release (.5); respond to client queries (.2); preview executive compensation motion (.5); call with UCC and AFI on executive compensation (1.2); and follow up with client and J. Pintarelli (.3); and AFI (.1); circulate proposed executive compensation order (.2); meeting with G. Lee regarding compensation motion (.3).	Wishnew, Jordan A.	3.60	2,448.00
11-Oct-2012	Edit notice to Committee and UST of changes to KERP (.5); draft additional revisions to executive compensation reimbursement motion (2.5); address KERP amendment with J. Wishnew (.2).	Pintarelli, John A.	3.20	2,096.00
11-Oct-2012	Follow up comments on KEIP order (.2); call with AFI counsel regarding executive compensation and KEIP (.2); address UCC questions relating to KEIP order (.2); call with client on open employee issues (.4); call with UCC counsel on executive compensation release (.3); further revise KEIP order and distribute to client (.5); and third parties (.2); address KERP amendment with J. Pintarelli (.2); review executive compensation motion (.4); follow up with chambers on order shortening time (.1); coordinate service of KEIP (.1).	Wishnew, Jordan A.	2.80	1,904.00
12-Oct-2012	Prepare draft notice of motion regarding final wage orders for J. Pintarelli.	Kline, John T.	0.50	147.50
12-Oct-2012	Review analysis of ResCap severance costs and administrative priority of same (.2); review of revised KEIP and hearing preparation with C. Marinuzzi (.6).	Lee, Gary S.	0.80	780.00
12-Oct-2012	Review with G. Lee revised KEIP and hearing preparation.	Marinuzzi, Lorenzo	0.60	519.00

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Date	Services	Timekeeper	Hours	Value
12-Oct-2012	Finalize notice to Committee and UST of changes to KERP (.7); draft final revisions to executive compensation reimbursement motion (3.3); edit notice of motion for same (.4).	Pintarelli, John A.	4.40	2,882.00
12-Oct-2012	Follow up with UCC on release language (.5); draft script for KEIP hearing (.3); coordinate appraisers at modified KEIP hearing (.2); meet with D. Smith on OSM slides (.2).	Wishnew, Jordan A.	1.20	816.00
13-Oct-2012	Draft script for 10/17 KEIP hearing.	Wishnew, Jordan A.	1.60	1,088.00
14-Oct-2012	Review comments and questions on OSM slide deck from J. Wishnew.	Smith, Dwight C.	1.50	1,275.00
14-Oct-2012	Draft and revise script for KEIP hearing (2.3); e-mail S. Zide on form of debtor release (.1); prepare for 10/17 hearing (.2); revise OSM deferred cash slides (.8); follow up with client on OSM-related questions (.1); revise draft KERP amendment correspondence (.2).	Wishnew, Jordan A.	3.70	2,516.00
15-Oct-2012	Review language from Committee regarding compensation release (.2); emails regarding same to and from J. Wishnew (.3); client call regarding same (.2); assign projects regarding hearing on modified KEIP and preparation for same (.9).	Lee, Gary S.	1.60	1,560.00
15-Oct-2012	Discuss changes to KERP with J. Wishnew (0.4); revise KERP notice in line with discussions (1.0); forward same to client for review (0.2).	Pintarelli, John A.	1.60	1,048.00
15-Oct-2012	Call and Emails with J. Wishnew regarding OSM slide deck (.6); review additional changes from G. Crowley (.4); revise slides as appropriate (.8).	Smith, Dwight C.	1.80	1,530.00
15-Oct-2012	Review latest changes to D. Smith's powerpoint on TARP compensation issues (.5); call with T. Marano on scope of releases (.3); call with D. Rains regarding written responses to examiner submissions (.3).	Tanenbaum, James R.	1.10	1,094.50
15-Oct-2012	Review APA liabilities schedule (.2); revise KEIP script and review with G. Lee (.9); correspond with declarants on 10/17 appearance (.3); call with client regarding TARP certification (.2); e-mails to client and AFI on mark up of debtor release (.3); review UCC's mark up of debtors release (.3); call with AFI counsel on debtor release (.1); review KERP amendment communication (.1); call UST regarding KEIP order and correspond with UCC counsel (.2); call with D. Smith on deferred cash slides and follow up with correspondence (.3); follow up on KEIP and related details (.2); discussion with J. Pintarelli regarding changes to KERP (.4).	Wishnew, Jordan A.	3.50	2,380.00
16-Oct-2012	Client calls regarding TARP compensation (.5); meeting with K. Eckstein regarding same (.2); review of release language (.8); meet with J. Wishnew regarding executive compensation discussions (.8).	Lee, Gary S.	2.30	2,242.50

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Date	Services	Timekeeper	Hours	Value
16-Oct-2012	Call with G. Crowley (ResCap), A. Janiczek (ResCap), regarding deferred cash payments to ResCap employees in lieu of AFI stock units (.5); further changes to slide deck (4.3).	Smith, Dwight C.	4.80	4,080.00
16-Oct-2012	Calls with management and directors on compensation proposals and the scope of releases.	Tanenbaum, James R.	0.90	895.50
16-Oct-2012	Meet with G. Lee and participate in client executive committee discussions (.8); revise executive compensation debtor release and prepare related communications (1.1); revise A. Janiczek executive compensation declaration (.3); review APA employee liability schedule with G. Crowley (.3); address issue concerning KERP modifications (.2); follow up with UCC counsel on KEIP order (.1); prepare for 10/17 hearing on KEIP (.2).	Wishnew, Jordan A.	3.00	2,040.00
17-Oct-2012	Emails with client regarding compensation motion (.6); emails to Committee regarding same (.2).	Lee, Gary S.	0.80	780.00
17-Oct-2012	Review correspondence regarding status of releases for executive reimbursement payments.	Marinuzzi, Lorenzo	0.70	605.50
17-Oct-2012	Address UCC raised issues relating to post-petition compensation for T. Marano and others (.9); review proposed change to the release (.2).	Tanenbaum, James R.	1.10	1,094.50
17-Oct-2012	Follow up with UCC counsel on form of KEIP order and propose necessary revisions to order to interested parties (.7); call with J. Dempsey ahead of KEIP hearing (.2); update G. Lee on form of KEIP order (.2); finalize and send to chambers (.3); participate in board compensation committee call (.7); address client queries (.1).	Wishnew, Jordan A.	2.20	1,496.00
18-Oct-2012	Emails with client regarding compensation motion (.7) conference with J. Tanebaum regarding same (.3); client calls regarding compensation (.6); call with Committee and Ally regarding same (.8).	Lee, Gary S.	2.40	2,340.00
18-Oct-2012	Review Wages Order with respect to disclosure of certain benefits and programs (.5); discuss same with J. Wishnew (.2); revise final notification of KERP amendment and forward same to Committee and US Trustee (.7).	Pintarelli, John A.	1.40	917.00
18-Oct-2012	Meeting with G. Lee regarding compensation motion.	Tanenbaum, James R.	0.30	298.50
18-Oct-2012	Participate in conference call with AFI and UCC on executive compensation release (.7); discussion with J. Pintarelli on employee benefit issue raised by client (.4).	Wishnew, Jordan A.	1.10	748.00
19-Oct-2012	Call with FTI to discuss severance cost analysis (1.2); review additional information regarding same for impact on cost to estate (.7).	Pintarelli, John A.	1.90	1,244.50
19-Oct-2012	Discuss release with T. Marano.	Tanenbaum, James R.	0.20	199.00

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Date	Services	Timekeeper	Hours	Value
19-Oct-2012	Revise loan incentive plan amendment (.2); follow up with AFI counsel on debtor release (.1); address employee benefit issues (.2); revise executive compensation motion (.8); review modified release and circulate to UCC (.5).	Wishnew, Jordan A.	1.80	1,224.00
20-Oct-2012	Revise executive compensation reimbursement motion.	Wishnew, Jordan A.	0.70	476.00
21-Oct-2012	Address director question on proposed debtor release.	Tanenbaum, James R.	0.40	398.00
21-Oct-2012	Follow up with UCC on modified from of debtor release (.2); review updated forms of releases and circulate to client and parties in interest (.3); address related executive compensation questions from UCC (.3); request information from client on '12 compensation (.2); coordinate revisions to reimbursement motion (.2); correspond with client on related issues (.1).	Wishnew, Jordan A.	1.30	884.00
22-Oct-2012	Draft additional conforming revisions to the Executive compensation motion(1.4); address severance issues with J. Wishnew (.1).	Pintarelli, John A.	1.50	982.50
22-Oct-2012	Calls with G. Crowley on 2012 reimbursements (.2); address severance issues with J. Pintarelli (.1); assist G. Lee with executive compensation data points (.7); revise reimbursement motion (.5); update Board of Directors implementation letter (.2); attend compensation committee meeting and follow up discussion (.8); prepare spreadsheet and address questions related to T100 2012 compensation (1.6).	Wishnew, Jordan A.	4.10	2,788.00
23-Oct-2012	Further review exective compensation reimbursement motion (1.8); discussion with independent compensation committee members on T25 (.3); review KEIP details with client (.4); provide board members with compensation data (.3).	Wishnew, Jordan A.	2.80	1,904.00
24-Oct-2012	Follow up with M. Laber and G. Crowley on KEIP-KERP payouts (.6); confirm severance calculation (.2); and convey to UCC counsel (.1); revise reimbursement motion (.4).	Wishnew, Jordan A.	1.30	884.00
25-Oct-2012	Revise KEIP plan documents (.6); further revise reimbursement motion (1.2); discuss wind-down plans with T. Grossman (.4).	Wishnew, Jordan A.	2.20	1,496.00
26-Oct-2012	Review ResCap revised version of slide deck for OSM (.4); provide changes (.6).	Smith, Dwight C.	1.00	850.00
26-Oct-2012	Respond to client query (.2); revise reimbursement motion per client comment (.4); review and edit OSM materials (.6); follow up on KEIP plan materials (.4); provide AFI with draft documents (.3).	Wishnew, Jordan A.	1.90	1,292.00
28-Oct-2012	Revise OSM "deferred cash" slides.	Wishnew, Jordan A.	0.30	204.00
29-Oct-2012	Call with A. Janiczek (ResCap) and representatives from Ally regarding slide deck for OSM.	Smith, Dwight C.	0.50	425.00

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Date	Services	Timekeeper	Hours	Value
29-Oct-2012	Address questions from P. West relating to scope and timing of the Examiner's interviews of independent directors.	Tanenbaum, James R.	0.30	298.50
29-Oct-2012	Further review OSM deferred comp materials (.3); provide UCC counsel with reimbursement motion and address follow up (.3); call with AFI and counsel on OSM slides (.3); call with client on UCC questions and review correspondence (.5).	Wishnew, Jordan A.	1.40	952.00
30-Oct-2012	Respond to client queries relating to KEIP documents.	Wishnew, Jordan A.	0.20	136.00
31-Oct-2012	Review meaning of change in control in context of exemption from forfeiture of long-term stock if employee departs in less than two years.	Smith, Dwight C.	3.00	2,550.00
31-Oct-2012	Respond to client queries relating to executive compensation diligence (.6); follow up with UCC counsel on executive compensation motion (.2); provide client with KEIP documents (.2).	Wishnew, Jordan A.	1.00	680.00
Total: 024	Employee Matters		184.70	138,632.50
Discovery or Rule 2004 Requests				
01-Oct-2012	E-mail with company regarding servicing agreement document request (.2); review related agreements sent by company and compare against request list provided by servicing counterparty (.3).	Beck, Melissa D.	0.50	332.50
01-Oct-2012	Coordinate document production (5.5); discussion with legal team regarding same (1.0).	Bergelson, Vadim	6.50	1,852.50
01-Oct-2012	Review redactions to privileged records and draft and circulate proposed response to privilege claw back (1.8); call with J. Battle regarding same (.5); call with J. Battle and G. Marty regarding Cerberus and work product regarding same (.7); draft and circulate language concerning Cerberbus privilege (.8); call with counsel for Lazard regarding subpoena and email with team regarding same (.7); review progress regarding Examiner discovery requests (.8).	Brown, David S.	5.30	3,630.50